

FINANCIAL TIMES

Monday July 17 1989

FRANCE

In need of a winning mixture

Page 20

D 8523A

Table with exchange rates for various countries including Australia, Bahrain, Belgium, etc.

No.30,896

World News

Unrest grows in Soviet pits as 100,000 miners strike

More than 100,000 Soviet coal miners are now reported on strike in the Kuznetsk coalfield in Siberia...

Von Karajan dies Austrian conductor Herbert von Karajan, one of the dominant figures in the post-war world of classical music, died aged 81 at his home in Anif, near Salzburg.

Afghan supplies US intends to increase military supplies to the Afghan resistance in response to air raids of Soviet troops in the Kabul Government.

Soviet sub fire Soviet nuclear-powered attack submarine was reported ablaze in the Barents Sea, off northern Norway.

Lebanese killings Nine more Lebanese died in shelling during a Moslem holiday in Beirut.

Belgium-Zaire ties Belgium has normalised relations with Zaire after a nine-month row, and announced a new debt relief package for its former colony.

Panamanian talks Panamanian Government, army and opposition are to begin negotiations to find a solution to the country's political crisis.

Gandhi visit Rajiv Gandhi, Indian Prime Minister, has arrived in Islamabad on the first bilateral visit by an Indian Premier to Pakistan in 30 years.

Peking clampdown Peking's media clampdown has spread to Hong Kong with the dismissal of the editor-in-chief of a pro-communist newspaper after a row over editorial policy.

Nicaraguan dialogue Dialogue between the Nicaraguan Government and opposition parties is to be renewed after a meeting between Nicaragua's President Daniel Ortega and his Costa Rican counterpart.

S African fears Fears have grown in South Africa among radical blacks that their authority could be undermined by the expected release later this year of Nelson Mandela.

Israeli peace plan Yitzhak Shamir, Israeli Prime Minister, restated his commitment to a peace plan for the occupied territories in a bid to resolve a coalition split over the proposals.

Somali order Somali President Mohamed Siad Barre has ordered the army to stop random firing after clashes in Mogadishu that killed 23 people.

Philippines typhoon Typhoon Gordon swept across the northern Philippines, killing at least five people and wrecking dozens of homes in floods and landslides.

UK security search Police hunting a security guard who disappeared after collecting \$1.56m in cash from Heathrow Airport, near London, found his abandoned van.

Sri Lankan stoning Mourners hurled stones at Sri Lankan President Ranasinghe Premadasa when he arrived in Trincomalee to pay tribute to two killed Tamil leaders.

Cabinet quits The Colombian Cabinet resigned for the second time this year.

Jewish protest Group of US Jews staged protests at the former Nazi death camp of Auschwitz against the presence of a Roman Catholic nunnery on the site.

Business Summary

Benckiser West German detergent group, has bought 100 per cent of Camp, Spain's biggest privately owned detergent producer, for some Pta33bn (\$283m) in a lightning bid which upset an attempt by Procter & Gamble of the US to buy the Spanish company.

EUROPEAN Monetary System: The Spanish peseta remained firmer last week, prompting the Bank of Spain to sell pesetas against the D-Mark. The latter finished on a weaker note against the dollar as the US unit improved, in spite of signs that the economy may be slowing.

EMS July 14, 1989. Table showing exchange rates for D-Krone, B-Franc, F-Franc, Irish Punt, Guilder, D-Mark, and Sterling.

ECU DIVERGENCE (12.13). Table showing divergence for D-Krone, B-Franc, F-Franc, Irish Punt, Guilder, and D-Mark.

The chart shows the two constraints on European Monetary System rates. The upper grid, based on the weakest currency in the system, defines the cross-rates from which no currency (except the lira) may move more than 2% per cent. The lower chart gives each currency's divergence from the 'control rate' against the European Currency Unit (ECU), a basket of European currencies.

CHINA is considering reducing its imports from US, France and Australia as a way of punishing them for hardline protests about China's crackdown on dissent.

PRUDENTIAL-Bachs, US securities group, dropped plans to takeover Thomson McKinnon after finding balance sheet problems at the stock brokerage firm which suffered in 1987 crash.

COFFEE prices which fell after breakdown of International Coffee Agreement this month could bankrupt one of the European Community's key institutions.

CADBURY Schweppes, Britain's largest confectionery and soft drinks group, may be subject of takeover bid following wild share speculation.

OLYMPIA & York Developments, privately-held Canadian property company, has raised \$500m bid for BCE Development \$553.2m.

NATIONAL Telecommunications UK communications group, saw profits fall from \$4.6m to \$4.2m despite turnover almost doubling.

JOHN Hanemann, chairman of New York's Commodity Exchange (Comex) resigned in a move that surprised traders.

SOUTHWEST, major Texas financial services and real estate group with debts of more than \$2bn, has filed for protection under Chapter 11 of the US bankruptcy code.

HISPANIA, Spain's largest privately-owned charter airline, based in Palma, Majorca, ceased trading in a dispute over the payment of bills.

MOTOROLA, US electronics group, reported a solid rise in second-quarter earnings to \$15m and said it was poised to expand its presence globally.

AIM Group, UK manufacturer of aircraft interiors and equipment, boosted pre-tax profits 26 per cent to \$7.2m.

Paris marks Group of Seven's political maturity

THE summit of the seven richest industrialised countries has finally completed its transformation: what started out 14 years ago as a strictly economic policy convalescence has become the highest political forum of the Western world.

In their political and economic declarations, the Group of Seven leaders: Urged continued efforts to keep inflation under control; Called for reductions in budget deficits in the US, Canada and Italy, and policies that will encourage non-inflationary growth of domestic demand in Japan and Germany;

Supported the multilateral surveillance and co-ordination of economic policies; Reaffirmed their determination to fight protectionism; Urged a strengthened debt strategy, and asked banks to take realistic and constructive approaches in their negotiations with debtor countries;

Welcomed the process of reform under way in Poland and Hungary, announced a package of aid and called for a meeting with all interested countries;

Issued a declaration on human rights; Reaffirmed their opposition to terrorism, and endorsed plans to tighten aircraft security;

Agreed to set up a financial task-force to track down the laundering of money from the illicit drugs trade; Endorsed the sanctions taken against the Chinese Government in the wake of its repression of student demonstrations;

Asked the OECD to examine how environmental indicators could be developed; Recommended economic incentives to help developing countries take environmentally desirable action; Advocated common efforts to limit emissions of carbon dioxide and other greenhouse gases, and called for a framework convention on climate change.

Soviet President Mikhail Gorbachev made a surprise intervention, with a proposal for closer economic policy co-ordination between East and West. Highest political forum comes of age; Summit reports, Page 2.

Summit ends with environment pledge

THE WORLD'S leading industrial countries yesterday pledged to work together to preserve the global environment and agreed to promote the development and integration of Third World nations into the world economy.

As this year's economic summit meeting ended earlier than expected in an earlier of self-congratulation and compliments for its host, President Francois Mitterrand, the leaders of the seven major industrial countries endorsed existing policies to maintain economic growth.

Mrs Margaret Thatcher, Britain's Prime Minister praised the summit as fully worthwhile. She denied reports that she had felt snubbed by President Mitterrand.

Japanese and West German surpluses. But the summit document was notable for its extensive coverage of environmental issues which took up about one third of the text.

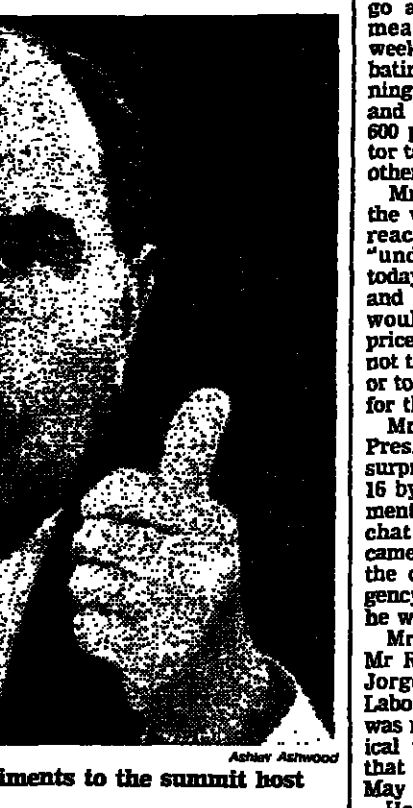
Mr Bush said the summit marked a "watershed" in dealing with the environment. He said further steps on environmental issues would be taken at next year's summit.

Mr Brian Mulroney, the Canadian Prime Minister, said the talks were remarkable for the urgency with which environmental issues were discussed.

He said that some leaders appeared more interested in measures that protected the environment than those affecting their economies.

Mr Jacques Delors, the EC Commission president, said there was now a global awareness that the relationship between humanity and nature must change radically.

Environmental considerations should be taken into account in economic decision making. "In fact good economic policies and good environmental policies go hand in hand."



Francois Mitterrand: compliments to the summit host

Letter from Gorbachev is gently rebuffed

THE LEADERS of the seven leading industrial democracies yesterday gently rebuffed a Soviet approach to participate in the Western economic system as they agreed a far-reaching package to assist economic and political reforms in Poland and Hungary.

Poland has, for the first time, been given potential access to help under the US-inspired Brady plan to reduce the debts of Third World countries. This could be worth billions of dollars.

Commission a coordinating role in helping to concert efforts of "interested" countries. A meeting will take place in the Western economic system as they agreed a far-reaching package to assist economic and political reforms in Poland and Hungary.

This will consider a range of issues affecting support for Hungary and Poland, including the latest period of being in Poland - the latter initiative being suggested by Mrs Margaret Thatcher, the British Prime Minister.

the country was not in a condition to produce enough food itself or to transport it towards consumer centres.

The communiqué on the last day stressed that economic assistance to Eastern Europe would be aimed at reinforcing recent political changes and at transforming and opening up their economies.

was inseparable from full and complete participation in the world economy.

Mr Gorbachev's appeal for integration with the rest of the world is a break from previous Soviet economic isolation and is linked to an interest in being associated with the International Monetary Fund and World Bank.

AT&T switches \$850m Italian holding from Olivetti to CIR

AMERICAN TELEPHONE and Telegraph (AT&T) and Mr Carlo De Benedetti, the Italian businessman, are restructuring their business relationship in a deal which aims finally to retire the six-year-old "global alliance" between the US telecommunications group and Olivetti, the Italian office equipment concern.

AT&T has liquidated its 22.35 per cent stake in Olivetti for \$850m and transferred the investment to CIR. Mr De Benedetti's industrial holding company, which has interests ranging from control of Olivetti itself to car components and publishing.

occasion for major capital raising operations for both Olivetti and CIR.

As explained by Mr De Benedetti and Mr Allen at a joint press conference in Milan on Saturday, AT&T's hitherto industrial investment in Olivetti is to be transformed into a financial holding in CIR by selling its 100m Olivetti shares to CIR for L1,140bn (\$836m).

operations, CIR's holding in Olivetti will rise to about 40 per cent, while AT&T will be the second shareholder in CIR, with 18 per cent.

Both Olivetti and CIR's future development will be aided by capital strengthening operations later in the year. Olivetti is set to raise up to L1,280bn, including L454.1bn through a rights issue of 54.7m ordinary shares at a price of L4.30 on a one-for-10 basis.



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Table of contents listing various articles and their page numbers, including 'Management's Yamaha - playing an international tune', 'Architectures in search of civic dignity', etc.



THE PARIS SUMMIT

Highest political forum of the Western world comes of age

Ian Davidson hails a gathering which has grown from economic conclave to showpiece of the Group of Seven industrialised countries

WITH the major precedent of their declaration on policy towards Eastern Europe, and the surprise intervention of a letter from Mr Mikhail Gorbachev, the summit of the seven richest industrialised countries has finally completed its transformation: What started out 14 years ago as a strictly economic policy conclave has now become the highest political forum of the Western world.

Only one flaw has spoiled an otherwise harmonious occasion, the unpropitious war of words between Britain and France. Neither government has emerged with any credit from this unaccountable quarrel over which country has done most or least for human rights; but Mrs Thatcher's unenviable reputation in France has undoubtedly been further damaged by her sneers at the Bicentenary and what it stands for.

Three into seven will smile: Thatcher, Howe and Lawson on the UK team in Paris

in previous declarations, but it is the direct complement of the emerging Western policy of co-ordinated help for Eastern Europe.

historical fact, Mrs Thatcher has been well briefed; of course, the notion of individual rights goes back a couple of thousand years at least, and received its modern European expression long before the French Revolution.

curious decision of Mrs Thatcher to attack France's human rights record, just before a meeting at which Britain hoped to mobilise other governments to help protect the human rights of the people of Hong Kong.

The leaders evidently found almost nothing new to say to each other on the subject of the management of the world economy.

rather sandbags the criticism of his carping adversaries. He has not got everything he wanted out of the summit, not by a long chalk; the idea of a North-South summit, proposed by four leading developing countries and supported in principle by the French president, was stifled by the combined opposition of President Bush and Mrs Thatcher.

Seven show differences over policy priorities

By Peter Norman, Economics Editor

THE economic summit meeting in Paris marks a shift of gear in economic policy co-ordination among the seven leading industrialised countries.

Vice-Minister for Finance, responsible for international affairs, said that his country's top priority was to maintain domestic demand-led growth, albeit on a non-inflationary basis.

flexible approach to improve the functioning and the stability of the international monetary system," the statement said.

Early flight from fleshpots

By Philip Stephens, Political Editor

WE CAN all sleep soundly again. Fresh and clear-headed after their bicentenary celebrations, the non-communist world's most powerful leaders have cast their gaze across the world's problems - and, of course, solved them.

Moscow seeks interdependence with West

SOVIET President Mikhail Gorbachev made a surprise intervention in the Paris summit, with a proposal from Moscow for closer economic policy co-ordination between East and West, Ian Davidson reports.

his capacity as summit chairman, in generally positive terms.

"Our perestroika is inseparable from a policy leading to the full and complete participation of the Soviet Union in the world economy."

ond basket" of the Helsinki agreement, and in the establishment of links between Comecon and the European Community.

Airport security initiative

By George Graham

THE SUMMIT leaders reaffirmed their opposition to terrorism, and endorsed plans to tighten security against the sabotage of aircraft.

Task force to hunt drug money laundering

By George Graham

THE seven leading industrialised countries have agreed to set up a financial task force to track down the laundering of money from the illicit drugs trade, estimated at more than \$300bn (£160bn) a year.

Helping hands reach eastwards

Peter Riddell assesses hard-currency aid to Poland and Hungary

REFORM in eastern Europe is now firmly and formally on the international agenda.

No further action on Peking

WESTERN leaders have endorsed the sanctions taken against the Chinese Government in the wake of its repression last month of student demonstrations in Peking but have decided to take no further action against the People's Republic, writes Philip Stephens.

East-West relations

The US readily agreed, with Britain acquiescing.

China

Secretary, as an important step towards international recognition of the colony's vulnerability.

Authors of delicate work on behalf of Warsaw: Bush and Kohl confer at the summit

On Thursday and Friday, there was some irritation among other summit participants - notably France, West Germany and Britain, all with close recent contacts and announced programmes of assistance - at the impression that somehow the US had "discovered" Poland and Hungary.



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OVERSEAS NEWS

Baker plays down US differences with Israel

By Lionel Barber in Washington and Peter Riddell in Paris

MR JAMES BAKER, US Secretary of State, yesterday played down differences with the Israeli government over its peace proposals for the Middle East.

"We have been reassured by the government of Israel that it stands four-square behind its original election proposal," said Mr Baker, referring to Israel Prime Minister Mr Yitzhak Shamir's plan to hold Palestinian elections in the occupied territories.

After the Likud Party insisted on tight conditions for the conduct of the elections, Mr Baker said he would send an envoy to Israel to see if the government's plans had altered.

Mr Baker said over the weekend, however, that the US might still send an embassy. He said the US had been "thinking about sending some-

one because we were genuinely concerned that the Israeli government was in some extent deviating its own election proposal - something we have worked very hard to implement. But in the interim the government of Israel had made it quite clear that they are totally committed to the election proposal."

"The National Unity Government is sorting out whatever differences they had. So we're quite satisfied now that they are prepared, ready, willing and able to continue to push this proposal."

Mr Baker added that there would be continuing talks with Israel and "I foresee clearly that we will be talking to them in quite some details about this election proposal. Whether that's done in the Middle East or whether it's done in Washington or whether it's done through ambassadors, it will be done."

He said the US would send an embassy when "we think it is necessary to address this

question about whether there's any real doubt about their commitment to their own election proposal. Right now we're satisfied."

At the summit of the seven leading industrial democracies in Paris, foreign ministers backed an international conference on the Middle East, though with reservations expressed by the US.

The foreign ministers said, Israeli proposals for elections in the occupied territories were "a step forward towards mutual recognition of these problems, provided elections take place under acceptable conditions", according to Mr Roland Dumas, the French Foreign Minister.

Mr Dumas added that the summit participants agreed that an international conference should be held in an appropriate framework. However, the US made clear its view that, while not opposed to a conference as such, it did not regard such a meeting as appropriate at present.

Talks to begin on Panama's political crisis

By Tim Coone in Managua

FOR the first time since Panama's elections were annulled last May, the government, army and opposition are to begin negotiations to find a solution to the country's lingering political crisis. The first talks were due to begin yesterday evening.

An agreement for the tripartite meeting was worked out over the weekend through the mediation of a delegation of the Organisation of American States (OAS). Dr Ricardo Arias, one of the leaders of the Adco opposition alliance, told the Financial Times: "We have agreed to talk and we understand through the OAS that the government has also agreed. There are no preconditions and there are no exclusions to the discussions. There will be an open agenda."

The tripartite talks will include the presidential and vice-presidential candidates for Adco, their counterparts for the government-controlled Colina alli-

ance, and representatives of the government itself, "with active participation by the Panamanian Defence Forces", said Dr Arias.

The presidential and National Assembly elections were annulled on May 11, after the government attempted to falsify the results. On election day, polling station returns gave a landslide victory to Adco, with a consistent 40-point margin over Colina. The official results however, which were never made complete, gave the victory to Colina.

Dr Arias said Adco would continue to insist on the removal of Panama's strongman, General Manuel Antonio Noriega, from the Panamanian Defence Forces (PDF), and on a recognition of the Adco victory in the May polls as a basis for a solution to the crisis. "These are not pre-conditions for the talks but will be issues raised during their course," he said.

This last-minute arrangement will

enable the OAS delegation to report back progress in the Panamanian crisis to a General Assembly meeting of the organisation scheduled for July 19 at its Washington headquarters.

There were fears that failure by the OAS mission to break the impasse might heighten the possibility of a military confrontation between the PDF and US forces based in Panama. The US government has not ruled out use of military force to unseat Gen Noriega, who would face drug-trafficking charges in two US federal courts if he were extradited.

US troops and armour reinforcements were sent to Panama shortly after the elections. In recent weeks the war of nerves has been stepped up, to the point that US armoured convoys have been driven past Gen Noriega's headquarters and US helicopters have flown over them.

Under the 1977 Panama Canal Treaty,

the US will hand over control of the waterway to Panama in 1999, but until then US forces are free to move where they wish in Panama when on manoeuvres related to the defence of the canal.

Various diplomatic moves have been made in the past week related to the Panamanian crisis, notably talks between President Carlos Andrés Pérez of Venezuela and President Daniel Ortega of Nicaragua, and a meeting between Gen Noriega and Dr Sergio Ramírez, the Nicaraguan vice-president. Cuba and Nicaragua are the only countries continuing to give diplomatic support to Gen Noriega.

No details of the meetings have been released but it is thought that Mr Pérez has attempted to persuade Nicaragua to drop its support in the light of the recent executions of four senior Cuban military officers who were convicted of drug trafficking, and who had links to the Panamanian military.

Shamir reaffirmation of peace plan fails to satisfy Labour

By Hugh Carnegie in Jerusalem

MR YITZHAK Shamir, the Israeli Prime Minister, restated his commitment to the government's peace plan for the occupied territories at yesterday's cabinet meeting, in a bid to resolve a coalition split over the proposals, but failed to satisfy Mr Shimon Peres, the Labour Party leader.

Labour last week threatened to pull out of the coalition after Mr Shamir accepted headline conditions limiting the peace initiative, insisted upon by the right wing of his Likud Party. The initiative proposes elections in the West Bank and Gaza Strip to establish interim Palestinian self-rule, followed by negotiations on a final settlement.

Yesterday's cabinet meeting was the first since the Labour threat. It was preceded by announcements that Mr Shamir and Mr Moshe Arens, his Foreign Minister, had separately met unidentified Pales-

tinians from the territories, something Labour was concerned had been precluded by the Likud conditions.

Mr Shamir tried to bridge the gap at the cabinet meeting in a reply to a deliberately planted question from Mr Arye Deri of the Shas religious party. The prime minister's spokesman said his answer contained a "formal and categorical" reaffirmation of the peace plan as adopted by the government in May.

But Mr Peres objected, saying he wanted a formal vote by the cabinet that would remove any contradiction by the Likud conditions. Labour believes the peace plan was fatally undermined by these conditions, which include rolling out starting any peace process before the Palestinian uprising in the territories is crushed.

Mr Shamir's spokesman said efforts would now be made to find a formula to satisfy all

parties. He said this would take a week or two, but he continued to expect a solution.

The problem for Mr Shamir is to satisfy Labour without causing a renewed eruption within Likud. He wanted to avoid a vote on the issue because he and Likud ministers are formally bound by party resolution to abide by the party's conditions. Mr David Levy, the Housing Minister and a leader of the Likud rebels, warned yesterday that they would not accept "some sort of exercises" aimed at skirting round the Likud conditions.

Mr Yoel Ben-Aharon, director of Mr Shamir's office, told Reuters yesterday the US dialogue with the Palestine Liberation Organisation and the Israeli peace plan were "mutually exclusive". He said the US's insistence on talking to the PLO created "formidable obstacles for us".

Ortega prepared to discuss elections with Nicaragua opposition

By Tim Coone

A DIALOGUE between the Nicaraguan government and opposition parties is to be renewed following a weekend meeting between Nicaragua's President Daniel Ortega and his Costa Rican counterpart, Dr Oscar Arias.

Dr Arias, a prime mover of the Central American peace process, immediately described the move as "a very positive step".

Mr Ortega has agreed to reopen multilateral talks with those parties which have undertaken to participate in next February's general elections, to discuss opposition demands regarding the organisation of the electoral process.

Mr Alfredo Cesar, a leader of the opposition Social Democrat Party (PSD) and former Contra leader, has been insisting on the need for a "national dialogue" since his return to Nicaragua from exile last month. The PSD forms part of a block of 14 opposition parties that last week formally announced their intention to participate in the elections.

The block includes the right-wing parties which abstained in the 1984 elections. The ruling Sandinista party won those elections with 67 per

cent of the vote, while voting abstentions amounted to 25 per cent.

The government has however ruled out the possibility of modifications to the Supreme Electoral Council, or reforms to the electoral law, insisting that opposition demands will be dealt with within the framework of the existing law.

The electoral law underwent substantial reforms earlier this year following the Central American presidential summit in El Salvador last February, at which Mr Ortega promised democratic reforms in return for a commitment by the other presidents to seek a demobilisation of the US-backed Contras based in Honduras.

The Contras however have since been beset up with a new "humanitarian aid" package from the US Congress, and have recently begun stepping up their actions inside Nicaragua, despite protests from the opposition parties and Mr Cesar himself that further military activity will undermine the electoral process.

The demobilisation of the Contras is expected to be the main theme of the next regional summit, at Tela in Honduras early next month.

Soviet nuclear sub 'ablaze'

By Karen Fosell in Oslo

A SOVIET nuclear Alpha class attack submarine yesterday appeared to have caught fire 80 miles off Norway's northern coast, Norwegian officials said last night.

Mr Thorvald Stoltenberg, Norway's Foreign Minister, called in the Soviet ambassador, who denied there was a submarine in distress. However, Norwegian television reported that officials from a Soviet rescue centre said a naval exercise was being held.

This is the third incident since April involving Soviet nuclear submarines off Norway. In April a Mike class

nuclear submarine caught fire and sank, claiming 43 lives. On June 11 an Echo-II class nuclear submarine caught fire; no deaths were reported.

This comes at a time when Norway is in the midst of drafting a proposal to present to the Soviet Union concerning the implementation of a reciprocal warning system during times of air or sea incidents in and around the air space or waters of either country.

The Norwegians said their proposal would be similar to existing agreements between the Soviet Union and five other western countries.

Kabul appeals for US backing

AFGHAN President Najibullah yesterday appealed to US President George Bush to put pressure on Pakistan to halt its "aggression and interference" in Afghanistan, Reuters reports from Kabul.

He accused Pakistan of being behind recent rocket and bomb attacks in Kabul and urged the US to rein back its ally. In a message to Mr Bush, the Afghan leader said: "The situation in and around Afghanistan has become critical."

He accused Pakistan of colluding with Moslem guerrillas to launch terrorist attacks on Kabul.

Fiat complaint against FT rejected

AN INVESTIGATING magistrate in Milan has rejected a complaint from Fiat that the Financial Times and its Milan correspondent, Mr Alan Friedman, had criminally defamed the company in an article published on November 11 1987.

The magistrate, Dr Paolo Arbasino, concluded that Mr Friedman had "correctly exercised the right of reporting".

Fiat denied the account in the article - "Fiat saga offers a glimpse of the Byzantine world of politics" - of a meeting between Mr Gianni Agnelli, chairman of the company, and Mr Ciriaco De Mita, then secretary of the Christian Democrat

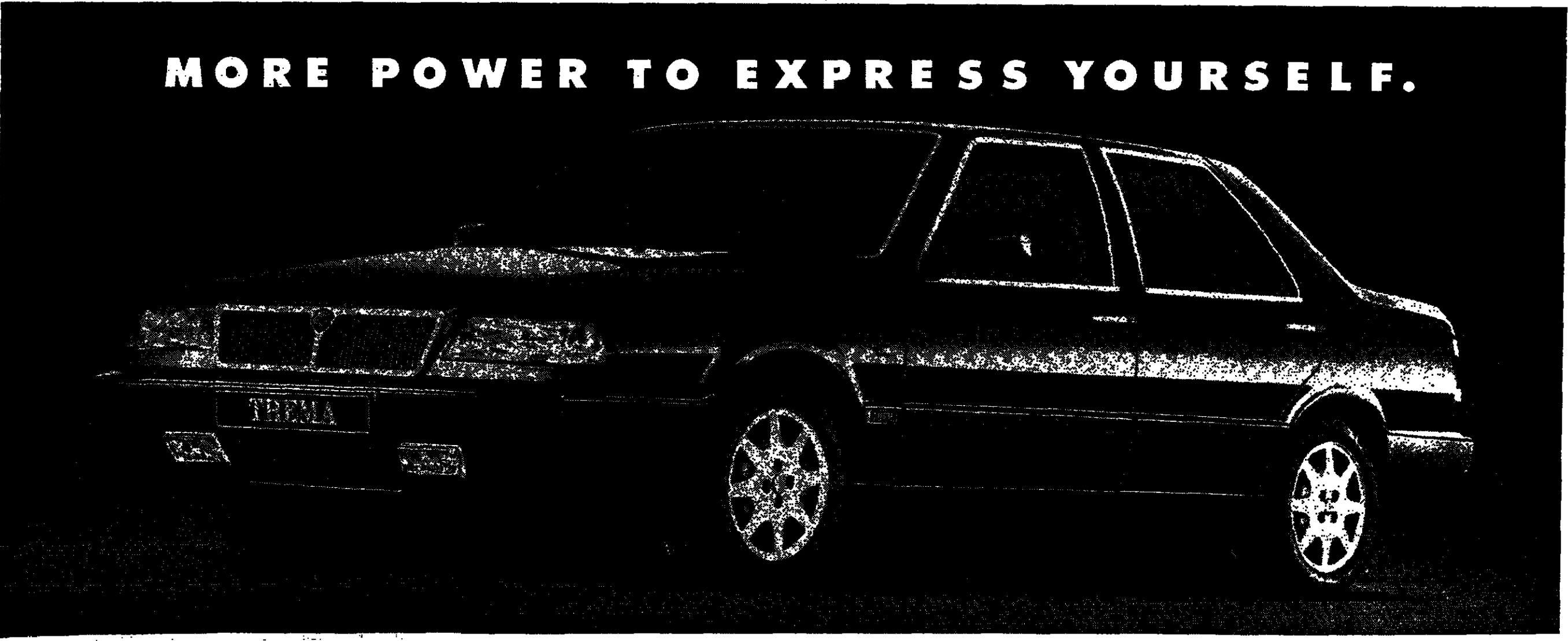
Party. Fiat's denial was reported in the article.

In his judgment, the magistrate rejected the defence's argument that the Italian courts had no jurisdiction; the magistrate said that since the newspaper was distributed in Italy, the alleged offence was committed on Italian territory.

The magistrate also turned down the defence's contention that the complaint could not be allowed because it had been brought by Mr Cesare Romiti, managing director of Fiat, and not by Mr Agnelli. The magistrate said the article referred to Mr Agnelli in his capacity as chairman of Fiat and it was legitimate that the person

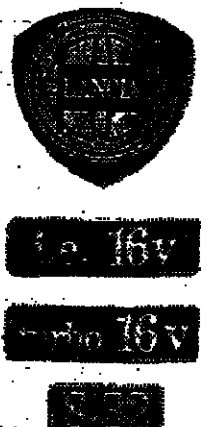
called upon to represent the company - Mr Romiti - should bring the complaint.

In concluding that Mr Friedman correctly exercised the right of reporting, the magistrate referred to the principle, in cases of potentially defamatory statements, that the information must be kept within the limits of what is objective, impartial and presented in a correct fashion. "In this case, the journalist did respect these limits," Mr Friedman, the magistrate said, restricted himself to reporting the information he had acquired and the denial by Fiat, so that the reader could make a comprehensive evaluation of the facts shown.



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OVERSEAS NEWS

Peking dismisses editor of Hong Kong newspaper

By Michael Murray in Hong Kong

PEKING'S clampdown on the media spread to Hong Kong over the weekend, as the editor-in-chief of a traditionally pro-communist newspaper was dismissed after a row about editorial policy.

Mr Lee Tse-chung was sacked by an official of the Xinhua news agency, Peking's de facto embassy in Hong Kong, which controls appointments to the board of the Wen Wei Po newspaper on behalf of the major shareholder, a newspaper in Shanghai.

Security forces sweep Mogadishu after clashes

SOMALI security forces have been rounding up people in Mogadishu, the capital, in the two days since clashes with Moslem worshippers left 23 dead, residents said yesterday, AP reports from Nairobi.

It was unclear why the religious leaders were detained or why they were arrested, Friday's violence and last Sunday's assassination of Mogadishu's Roman Catholic Bishop Salvatore Pietro Colombo, the residents said.

Campaign over S African debt

By Michael Holman Africa Editor

THE African National Congress (ANC) and representatives of anti-apartheid groups from Europe and the US met in London at the weekend to prepare an international campaign to oppose efforts by South Africa to reschedule \$7.5bn owed to foreign commercial banks.

The London meeting, the first of its kind, is expected to draw up proposals ranging from threatening consumer boycotts of banks which agree to reschedule, to lobbying the US Congress and putting the issue on the agenda at the Commonwealth conference next October.

Blacks unconvinced by 'negotiation'

Anthony Robinson on the changing climate of S African politics

NEGOTIATION has suddenly become the buzz-word of South African politics - and the confusion, verging on panic on the extremes of left and right of the political spectrum, is a wonder to behold.

half of Afrikanerdom no longer supports it, and the "post-apartheid" generation, led by Mr F W de Klerk, which now leads it has given up the dream of permanent white domination.



Rev Frank Chikane: 'apartheid will continue'

get black-white power-sharing negotiations off the ground after the September 6 elections. Provided the Namibian independence and Angolan peace processes remain on track for foreign governments, including several African governments, are likely to cheer on such negotiations from afar.

Nine killed in Beirut as attacks are stepped up

By Lara Marlowe in West Beirut

NINE more Lebanese people died in shelling during the four-day holiday for the Muslim Feast of the Sacrifice, the Eid al-Adha, in Beirut.

Fears over Mandela's role

By Anthony Robinson in Johannesburg

THE fears of radical blacks that their authority could be undermined following the expected release later this year of Mr Nelson Mandela surfaced over the weekend.

Congress of South African Trade Unions (Cosatu). The 1,900 delegates, from unions representing over 1m workers, publicly demanded government ban on political activity by their call both for the week of protest and the revitalisation of "people's power".

Belgium and Zaire patch up quarrel

BELGIUM said yesterday it had normalised relations with Zaire, the assistant secretary-general of the Arab League said in a statement.

Angola resumes peace talks

RIGHT-WING UNITA rebels resumed stalled peace talks with Angola's Marxist government in the Zairean capital Kinshasa yesterday, aiming to end their 14-year civil war, Reuter reports from Kinshasa.

Curfew on western Sri Lanka

SRI LANKAN authorities clamped a 15-hour curfew on six western towns on Sunday, Reuter reports from Colombo.

reported to have been used by the killers of two Tamil leaders. Public funerals for Mr Appapillai Amirthalingam, leader of the moderate Tamil United Liberation Front (TULF), and his colleague Mr Vettivelu Yogeswaran will be held in Jaffna today.

Shipment report

BROKERS were baffled last week as rates fell in the Middle East loading area despite a doubling in the volume of very large crude and ultra large carriers being fixed.

Gandhi's visit accelerates thaw with Pakistan

By Christina Lamb in Islamabad

THE new improvement in relations between India and Pakistan has been boosted by Mr Rajiv Gandhi's arrival in Islamabad, the first bilateral visit by an Indian Premier to Pakistan in 30 years.

claims that Moslem-dominated Kashmir, which is now held by India, is part of its territory and since 1984 war has been raging on the Siachen Glacier in the northern part of Kashmir.

with the military dictatorship". The last Indian prime minister to pay a visit to Pakistan was Mr Gandhi's grandfather, Jawaharlal Nehru, who came in 1960 to sign the Indus Water Treaty.

their main enemy, and the Pakistani press full of articles on Indian "hegemony". A Foreign Office spokesman admits: "When all opinion on our press and parliament and the outside world is critical of India, it is hard for us to be seen as improving relations."

Map of South Asia showing borders of USSR, China, India, Pakistan, and Afghanistan. Includes a scale bar and a note about disputed borders.

Brokers are baffled as Middle East rates fall

By Kevin Brown, Transport Correspondent

BROKERS were baffled last week as rates fell in the Middle East loading area despite a doubling in the volume of very large crude and ultra large carriers being fixed.

Briton loses appeal for clemency

A Briton has lost his last appeal and faces hanging on a charge of drug smuggling, his lawyer said yesterday, AP reports from Kuala Lumpur.

Table with 5 columns: Country, May '89, April '89, March '89, May '88. Rows include US, UK, Germany, Netherlands, Italy, France, Belgium.



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**UK NEWS**

**BR concessions unlikely to avert rail strike**

By Charles Leadbeater, Labour Editor

THE 24-hour national rail strike planned for midnight seems likely to go ahead despite significant concessions by British Rail during talks with the rail unions over the weekend.

The national executive of the 70,000 strong National Union of Railwaymen will meet this morning to consider BR's offer to increase its 7 per cent pay award to 8.8 per cent, and to abandon the core of its proposals to break up industry wide collective bargaining.

Leaders of Aslef, the 17,500 strong train drivers union, which has imposed an overtime ban, will also meet this morning.

The corporation's retreat is the most significant management climbdown in the face of a dispute since Ford last year dropped plans for a three-year pay deal to end a two-week strike.

BR has dropped plans for pay to be set by five councils covering different grades of

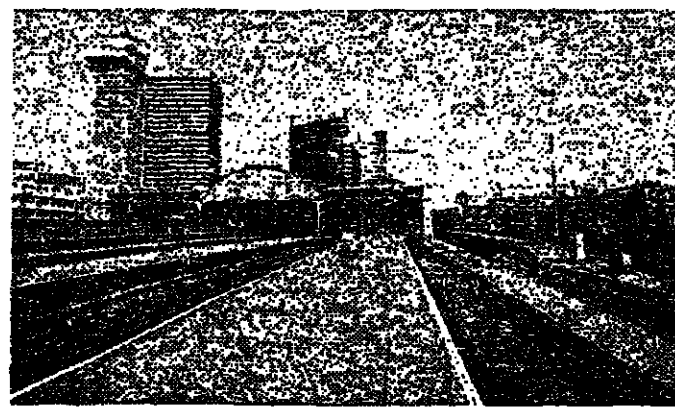
staff. Its concession that national bargaining should still determine basic pay, overtime rates, working hours, a wide range of allowances and non-pay terms and conditions, will strengthen the resolve of unions resisting the break up of centralised bargaining arrangements in other sectors.

The five councils would retain a role in negotiating pay regrading covering new technology, some specific allowances for skill shortages and in interpreting the application of the national agreement.

Despite the concessions union leaders said it was extremely doubtful they would be able to respond by noon, the deadline the corporation set to ensure it could run normal services on Tuesday.

Officials of both unions said it would take them several hours to go through the detailed proposals which they are yet to receive in writing.

They may ask for the



A deserted London Bridge station during last week's strike

planned November 1 implementation of the new machinery to be delayed to allow further time for detailed negotiations.

Aslef leaders said its executive might recommend a membership ballot on whether to

call off the overtime ban, which could take several weeks to organise.

As a result the union's deliberations are likely to extend into the evening. This would make it virtually impossible for BR to run normal services

tomorrow.

The concessions came after Sir Robert Reid, BR's chairman overruled Mr Trevor Toolan, the corporation's managing director of personnel.

Mr Toolan, widely regarded as a management hardliner, was responsible for several of the corporation's negotiating ploys which have drawn widespread criticism as well as the largely abandoned plan for decentralised bargaining.

The settlement to the dispute will be followed by a rigorous management of post-mortem focusing on industrial relations in the run-up to Sir Robert's retirement in March next year.

Elsewhere leaders of 500,000 local authority workers predicted solid support for a three-day strike to start from midnight. Local government services face severe disruption for the third week running in the dispute over pay and the break-up of national bargaining.

**British Gas agrees to review its industrial price structure**

By Maurice Samuelson

BRITISH GAS has agreed to re-examine its industrial price structure following criticism of the way it formulated changes to meet calls by the Monopolies and Mergers Commission for non-discrimination in its contract market.

The review will cover complaints British Gas received directly from customers and indirectly through Ofgas, the official watchdog body set up after gas privatisation three years ago.

British Gas yesterday said it hoped to reach conclusions on the issues during September and to incorporate any changes in the published schedule as soon as practicable thereafter.

One of the criticisms of the present system is that customers whose consumption falls narrowly short of the next volume/price band have an incentive to burn more in order to pay less and that this defeats calls for greater energy efficiency.

Mr Chris Brierley, a senior British Gas director, said yesterday: "We accept that argument and would seek a fair and reasonable approach in which we would continue to avoid discrimination between our customers."

It also faces calls for multi-site companies to be able to aggregate their purchases and for groups of companies and organisations, such as local authorities, to strengthen their bargaining power by negotiating through recognised consortia. Customers also want greater predictability over cuts in their supplies.

British Gas's pledge to examine these and other proposals coincided with a public plea by Mr James McKinnon, the Ofgas director-general, that it should resolve them quickly and that the agreed changes should be introduced "as soon as practicable."

He called for a greater number of price bands for purchasers of firm gas supplies and for interruptible customers, whose supplies are liable to be suspended to meet the needs of

the system.

British Gas said it hoped to resolve some of the points made by customers, but warned that some "could, on the face of it, create more dissatisfaction than has been generated by the existing schedules."

It said its study would cover six areas of concern:

- extensions to the schedules to accommodate more premises and bigger loads which could be aggregated for the purchase of contract prices;
- requests for contracts to be available to consortia of customers and agents;
- introduction of a load factor;
- anomalies at the interfaces between price bands and between tariff and contract gas;
- terms for interruptible gas such as aggregation and minimum interruption periods;
- the length of the transitional period for those customers facing large price increases.

**Striking dockers stop diversion of cargo**

By Our Labour Editor

DOCKERS striking over their demand for a national agreement to replace the National Dock Labour Scheme last night claimed their first significant success in preventing the diversion of cargo from a strike bound port to one that is working normally.

Ship stewards on strike at Southampton, one of the largest ports formerly covered by the scheme, said that dockers at Felixstowe, which was never covered by the scheme, had refused to unload a vessel called the Quality which was carrying 250 containers.

The Quality's cargo had been loaded last week in Rotterdam from a larger vessel called the Largs Bay, which normally docks in Southampton.

The stewards said the Quality had been forced to return to the continent because no other British port was large enough to take it.

The Southampton stewards had been able to warn the Felixstowe dockers of the vessel's arrival after dockers stew-

ards from several ports last week visited Rotterdam in an effort to hold talks with union officials. The Felixstowe dockers' action raised the prospect of legal moves to prevent illegal secondary action.

Ship stewards, armed with leaflets printed in German, Dutch and French, visited several major continental ports last week. They plan next week to contact their counterparts in Scandinavian ports.

The stewards do not expect continental dockers to refuse to handle cargo. But they are hopeful that they will be able to alert British dockers to plans to divert cargoes to ports working normally.

Officials of several European unions are expected at the Transport and General Workers Union's London headquarters today for talks with the union's leaders, as the strike enters its second week.

The union and the National Association of Port Employers believe this week could be crucial in deciding the eventual outcome of the dispute.

**Retail sales figures slip to slower growth path**

By Ralph Atkins, Economics Staff

BRITISH RETAIL sales returned to a slower growth path last month after rebounding in May, reinforcing government hopes that high interest rates have curbed consumer spending.

Growth in sales volumes in June was below retailers' expectations and the lowest since February, according to the Confederation of British Industry-Financial Times distributive trades survey published today. Further sluggish growth is expected in July.

The results are encouraging news for the Government following recent official figures for retail sales and credit have hinted that consumers might have shrugged off high interest rates and boosted spending.

Department of Trade and Industry figures for retail sales volumes will be published later today. City analysts expect a fall of about 0.5 per cent after a 3 per cent rise in May.

June's retail sales growth returning to rates seen in the first four months of the year and well below rates recorded last summer. May's survey showed an unexpected rebound, attributed to unseasonably mild weather.

Mr Nigel Whitaker, chairman of the survey panel, said: "Confidence among retailers remains generally low, so it is hardly surprising that expectations for sales growth in July remain depressed."

Stores faring worst in June included retailers of household textiles, furniture, carpets and Do-it-Yourself goods.

Out of the 258 retailers questioned, 50 per cent said sales in June were higher than the same month a year earlier and 23 per cent said they were lower. For July, 43 per cent expect an increase in sales compared with a year ago and 20 per cent forecast falls.

The survey also shows a slowdown in growth in orders placed with suppliers by retailers. However, wholesalers reported relatively strong growth in sales during June with the increase in sales volume only slightly lower than in May.

Consumer credit, Page 10

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UK NEWS

# Mobil tops round of North Sea oil licence awards

By Steven Butler

MOBIL, the US oil company, has emerged as the biggest winner in the 11th round of North Sea oil exploration licence awards, according to a report by the Petroleum Services department of James Capel, the London stockbroker.

Conoco, another US company, came a close second in the recently announced round, even though it received significantly fewer net acres of licence awards. That is because the acreage had a higher average quality, according to a survey conducted by Capel, in which 18 oil companies were asked to rate the quality of all licence blocks on offer.

Other big winners in the licence round included Texaco and Chevron, both of the US, British Petroleum, Enterprise Oil, British Gas and Premier Consolidated Oilfields, of the UK.

American companies came out on top overall, getting 46 per cent of the new acreage. British companies obtained 30.3 per cent. The report said the reason the US dominated the round was that too few British companies were capable of contributing to UK offshore exploration.

Capel estimates that between 1bn and 3bn barrels of oil and gas discoveries may be made on the newly awarded acreage, although they would more likely be at the lower end of the range unless a new geological concept leads to the discovery of different types of oil reservoirs.

The report says that 79 per cent of the acreage awarded in this round had been under

licence previously, and relinquished. "This is a high percentage, which helps confirm that the great majority of the most prospective areas of the UK continental shelf has already been licensed, and that companies have little choice these days but to pick over blocks that have previously been relinquished," the report says.

Some 90 per cent of the most prospective areas in water depths of less than 200m is now under licence, implying that future licence rounds are likely to have considerably less attractive acreage on offer. Nine tenths of the oil and gas found in British waters are in blocks under licence in the first four rounds. That comes to 89 per cent if acreage is included that was licensed in those rounds and later relinquished.

The report says that deep-water areas are potentially prospective but have so far been little explored, in part because of technical difficulties. The report recommends that the Government should encourage formation of special consortia, with a 10 per cent government participation, to proceed with seismic exploration and experimental drilling.

The report also recommends that the Government continue to press the oil companies to explore acreage that has been under licence for long periods without being drilled. A campaign by the Government to encourage that has already produced results, although much undrilled, unrelinquished acreage remains.

# Access will change name to Signet

By David Barchard

ACCESS, the Joint Credit Card Company, is to change its name to Signet, in a move aimed at creating a new market identity, independent of the consortium of six banks that owns it.

The Access brand name for credit cards issued by individual banks inside the consortium will not be affected. About 14m Access cards are processed annually by JCCC, whose plants at Southend and Basildon are the largest and most technologically sophisticated credit card processing operation in Europe.

For the first decade and a half, the operation was run as a tight cartel by member banks and included retailer network management as well as card issuing and account processing.

That ended a year ago when member banks - which include National Westminster, Midland, Lloyds, and Royal Bank of Scotland - began to compete with each other directly in the credit card market. At least one of the "Big Four" says privately that it is considering selling its stake in the joint venture.

Mr Tony Lee, chief executive of JCCC, has been working throughout the year on restructuring the company's operations to turn it eventually into a pan-European credit card processor.

He said yesterday: "Access is just one of the card schemes we now handle along with Visa, MasterCard, other international systems and retail card plans." Promotion of the Access name will be handled by a separate company.

# Multi-disciplinary move on science cash

David Fishlock on the idea of merging the research councils to break down barriers

THE CONTROVERSIAL issue of a wholesale reorganisation of Britain's research councils, the five agencies through which government spends about £800m a year on science in support of higher education, comes before the Advisory Board for the Research Councils when it meets in London tomorrow.



Dick Morris: proposes a unified research body

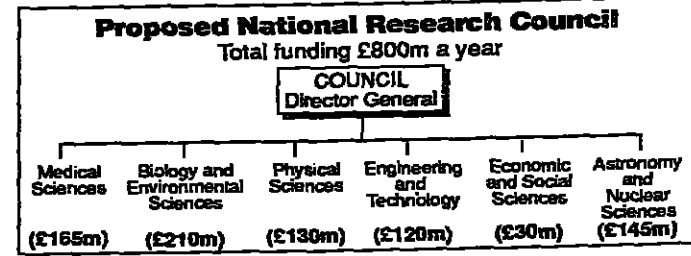
The board, under the chairmanship of Professor Sir David Phillips, the Oxford biophysicist, advises Mr Kenneth Baker, the Education Secretary, on his department's science budget.

The reorganisation issue was uninvited. The ABRC set a different question when it asked its deputy chairman to report on the way the biological sciences are funded.

The idea came out of proposals from the House of Lords select committee on science and technology last year, that two research councils with a biology bias - the Natural Environment Research Council and the Agricultural and Food Research Council - might merge their activities.

What the ABRC has been bluntly told, however, by a high-powered, five-strong committee, comprising three of its members, is that the 23-year-old structure of the five research councils is out of date. That became clear because biological sciences now pervade the activities of four of the five - accounting for 43 per cent of the budget.

Mr Dick Morris, a chemical engineer, once technical director of Courtaulds and now chairman of Brown and Root (UK), and his committee say



renewly prevent better co-ordination of biological sciences. Not least of those is that the research councils have each evolved their own way of working, which tends to maintain barriers between them at a time when the watchword in research is multi-disciplinary.

One view is that with four research councils all funding biological sciences, there is diversity in sources of funding - fall with one, and the scientist tries another. Another view is that it is time-wasting for scientists to have to make repeated applications for funding to the different councils.

In the case of biology, what once was largely a descriptive science is now based increasingly on fundamental themes and principles, the report says. It has benefited enormously from advances in other core sciences - chemistry, physics and mathematics - and there is a growing frequency of developments occurring at the interfaces between those traditional divisions.

The impact of biology on human affairs is also increasing - in agriculture, biotechnology, environmental science and medicine, for example. The report says it expects a big increase in the creation of

wealth by industries based on biological sciences, and therefore in the importance of the interface with engineering.

The Morris report identifies serious difficulties within the research councils over the balance of effort between research and training - within biology and between biology and other sciences. It argues that questions such as the supply of biologists to meet future demands need to be addressed by all the councils, in conjunction with industry.

It also asks whether boundaries have been drawn correctly, for example in funding of life versus physical sciences, and between the responsibilities for life sciences of the research councils and of the relevant government departments.

Sovereign research councils with their own charters are not the most effective ways of promoting "internal cohesion of science", the report says. Logically, there should be a single national research council.

The following six divisions are proposed:

- Medical sciences - formed from the Medical Research Council.
- Biology and environmental sciences - formed from the

Agricultural and Food Research Council, plus the biotechnology directorate of the Science and Engineering Research Council.

- Physical sciences - formed from the physical and earth sciences of the Natural Environment Research Council plus the physical sciences of Serc.
- Engineering and technology - formed from research supported by the engineering board of Serc.
- Astronomy and nuclear sciences - formed from work supported by Serc.
- Economic and social sciences - formed from the present Economic and Social Research Council.

There is doubt, however, whether the reorganisation will ever happen. Certainly some - the MRC in particular - will contest the loss of autonomy implied by a single body. It was not pleased when Serc set up its biotechnology directorate, entering pastures it considered its exclusive preserve.

However, the signs are that the basic proposition - although uninvited - has been recognised as a serious attempt to tackle a real administrative problem. Mr Baker foreshadowed changes in that direction in a speech last month.

The most serious objection is simply that the proposed changes might require new legislation at a time when government is overburdened. The ABRC may therefore address the issue of whether such a reorganisation might be implemented and financed in stages, without resorting to primary legislation.

# Soviet officials to visit Hinkley inquiry

By David Green

A DELEGATION from the Soviet nuclear power industry is due to visit the Hinkley Point C inquiry this week.

Officials are calling to find out more about the UK inquiry system after pressure in the Soviet Union for some form of public consultation over plans for nuclear plants.

They will talk to representatives of the Department of the Environment, the Central Electricity Generating Board and organisations opposed to nuclear power.

The Soviet party will include the chief designer of nuclear power stations, the head of protocol and the deputy head of

the scientific and technical department.

The Soviet party's arrival tomorrow follows last week's visit by Mr Michael Barnes, QC, the Hinkley Point C inquiry inspector, to Chernobyl, where in 1986 the world's worst nuclear power station accident occurred.

# Job loss rate rises rapidly in clothing and textiles

By Alice Rawsthorn

THE RATE of job losses in the clothing and textiles industries rose rapidly in the first quarter of this year as companies struggled against increasing imports and sluggish consumer spending.

The level of employment in the industries fell by 20,000 to about 483,000 in the year to the end of March, according to the latest statistics from the Apparel, Knitting & Textiles Alliance.

Coats Viyella and Cour-

taulds, the largest players in the industries, have both been forced to resort to substantial factory closure and redundancy programmes. However, difficulties have affected companies of all sizes and some of the smaller ones have gone out of business.

The most vulnerable concerns have been the knitwear manufacturers of the East Midlands and the acrylic spinners, concentrated in Yorkshire, which supply them. For those

companies the general downturn in textiles and clothing has been exacerbated by the trend towards tailored clothing, which has depressed demand for knitwear.

The combination of increasing imports and weak demand in the domestic market has imposed intense pressure on output. The level of textile production fell by 2 per cent in the first quarter of 1989, compared with the first three months of 1988. Clothing output slipped

by 0.5 per cent over the same period.

Last year the industries experienced a dramatic increase in imports, fuelled by the strength of sterling against other currencies. The pound has since fallen to a more competitive level but, because of the length of the retail buying cycle, most retailers had already placed their orders for the first quarter of the year.

The value of textile and clothing imports rose by 6 per

cent to £1.9bn in the first quarter of the year. The impact of increased imports was countered by buoyant exports - which rose by 8 per cent to £966m - but the trade deficit widened by 4 per cent to £973m.

The trade deficit has continued to grow since the end of the first quarter. By the end of May it had risen to £1.5bn. Mr Allan Nightingale, chairman of the AKTA, described the situation as very worrying.

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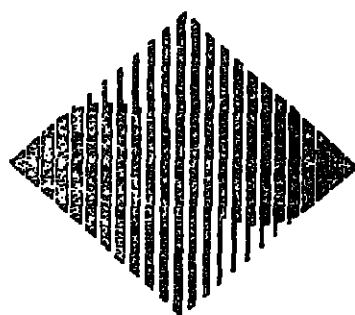
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Four months ago, Bob Reid, Chairman of Shell UK, had a few words to say about the proposed Training and Enterprise Councils. Quite simply, he thought they might spark off "a second Industrial Revolution."

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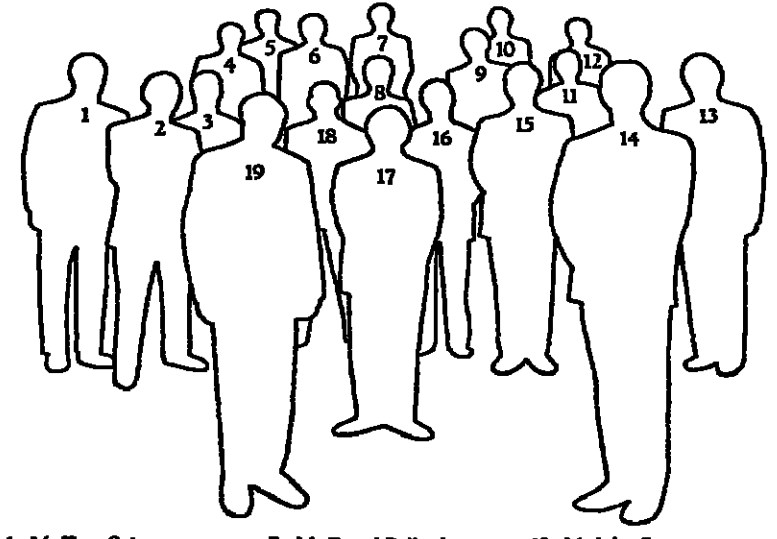
"The pay-off for business and the broader community is potentially very substantial." **RICK EMSLIE.**

"The Essex TEC has received enthusiastic support from many areas of industry, business, training and education in the county. We must now get on with the job and justify this support." **LEON GRICE.**

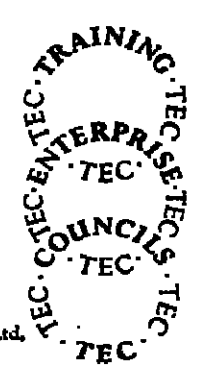
Funding has so far been awarded to TECs in areas as far apart as Cornwall and Tyneside. They represent the most radical development in training and enterprise that this country has ever seen.

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2. Mr David Pollard, General Manager, Modex Automation Ltd, HAMPSHIRE.
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UK NEWS

# Ridley defends his record amid reshuffle speculation

By Michael Cassell, Political Correspondent

MR Nicholas Ridley yesterday mounted a resolute defence of his record as Environment Secretary as speculation mounted at Westminster that he will be moved in the impending ministerial reshuffle.

He refused to comment on calls, some from within his own party, for his dismissal, but outlined a series of measures that he claimed made Britain a leader on environmental issues. Mr Ridley described himself as a man of "perhaps not so many words as action."



Nicholas Ridley: "man not of words but of action"

Sir George Young, a former Environment Minister, said Mr Ridley's job required someone of "more conviction and credibility." He suggested he should be moved to the Department of Trade and Industry, a job for which Mr Ridley is being widely tipped.

After her return from the Paris summit, Mrs Thatcher will today begin the process of planning the reshaping of her Cabinet, an annual event which has taken on added significance, given the Government's low electoral standing.

A reshuffle this week was ruled out by government sources yesterday, and is expected to be announced next week, shortly before Parliament rises for the summer recess.

Tomorrow, Mrs Thatcher will have her traditional "end-

win promotion are Mr John Major, the Chief Secretary to the Treasury, who is expected to get his own department, possibly Transport or Education. Another candidate for more responsibility is Mr Christopher Patten, the Minister for Overseas Development. Several MPs will get their first ministerial jobs.

Mr Ridley, who has opposed suggestions that "green" issues should be hived off from his department to a newly created ministry, yesterday defended his recent description of Green Party policies as "unscientific rubbish based on myth, prejudice and ignorance."

He said the party had willfully exaggerated Britain's environmental ills to win support.

Mr Ridley said that, since he became Environment Secretary more than three years ago, the Government had established an Inspectorate of Pollution and introduced a water bill which had established a national rivers authority to enforce high environmental standards.

The Government, he added, had also instituted a £1bn clean-up programme for coal-fired power stations, while Britain was ahead of other EC member states in implementing legislation designed to improve and maintain drinking water quality.

# Long delays as strike by French hits UK airports

By Lynton McLain

INDUSTRIAL ACTION over pay by French air traffic controllers delayed travellers at British airports by an average of between one and six hours yesterday, making it the worst weekend of the summer for travel disruption.

Flights to the Mediterranean were most seriously affected and some flights were delayed indefinitely. The effects of the disruption are likely to be cumulative, as flight departure times that are lost cannot be regained.

Managers at Gatwick airport, Britain's busiest airport for charter flights, where thousands of holidaymakers were delayed over the weekend, are meeting today to discuss ways of coping with overcrowding, the airport said.

"We must be prepared for a repetition of the delays next weekend," said the airport company, part of BAA. The airport is prepared to spend £200,000 alleviating the pressure this year, twice as much as it spent in 1987.

The airport managers brought in a clown to entertain children who had been delayed and a playground was being set up at the weekend.

The disruption at Manchester and Leeds-Bradford airports was exacerbated by the fact that the Italian tourism company, controlled by the Aga Khan.

Two Hispania aircraft were due to fly from Manchester to Palma and Tenerife. The 225 passengers, who were to fly to Palma at 9.45am yesterday, were sent home after an eight-hour wait, with the promise of an alternative flight at midnight tomorrow from Manchester.

At Leeds-Bradford, a Hispania service to Málaga for 135 people was cancelled. A Boeing 767, was impounded by the airport authorities because of the company's outstanding debts.

Leeds-Bradford was also affected by the French control of the air. One of the worst delays was one of seven hours on a flight to Rens, Spain.

New check-in procedures were introduced at Gatwick after long queues of passengers had developed on Saturday as flights were delayed. To overcome queuing, passengers were not allowed into their departure lounge until their flight had been called.

At Gatwick, by late afternoon yesterday there were signs that the situation was improving and there were hopes that few flights should be delayed beyond midnight.

The airport said that French controllers were allowing more flights into the country and that fewer aircraft were late arriving back at base.

The French action was expected to continue until this morning.

# Battle to put a price on power

Max Wilkinson on why the electricity industry may cut asset values

THE IDEA of executives of multi-billion-pound companies wandering about the City bad-mouthing their own assets may sound like a banker's bad dream. But then, it is not often that a sovereign country tries to sell its citizens a lot of secondhand power stations.

It was indeed the men in striped suits who first suggested that the electricity industry should humble its historic pride and admit that the smoking towers and cables marching across the countryside are not worth nearly as much as is given out.

In its last report and accounts, for the year 1987-88, the Electricity Council claimed the industry south of Scotland to be worth £37bn, on a replacement cost basis, a figure that provokes not very jovial laughter in the army of financial advisers now preparing for the greatest asset sale of them all. Many would give change out of a figure half that size.

The valuation of electricity assets has become much more important and more political than in previous privatisations, because of the Government's decision to divide the industry horizontally between producers and wholesalers (the two generating companies), National Power and Powergen, and the 12 distribution companies created from the area boards.

Before the sale of British Telecom and British Gas, it was widely accepted that a nationalised concern would be sold at a substantial discount to its book value, largely because the private sector demands a higher rate of return on capital than the Government's target of 5 per cent in real terms for nationalised

industries (raised in April to 8 per cent). The pre-privatisation battles in those industries focused more on the burden of debt.

In the electricity industry, however, the capital values assigned to different plants will significantly influence the way in which profits and risks are distributed between the two halves of the industry.

Finding a compromise has been particularly difficult because the ancient feuds between the Central Electricity Generating Board and the area boards was interrupted by only a brief armistice when the combatants were too disoriented by the privatisation proposals to know how the battle should be waged.

The field now being contested has been clearly marked out as the medium-sized industrial and commercial consumers at present controlled by the area boards, but thought by the generators to be eager to escape into a new world of direct-sale contracts.

The extent to which that is allowed to happen depends largely on the type of contract between generators and distributors, now under vigorous dispute and awaiting government arbitration. One of the key elements of these contracts will be the fixed payments made by distribution companies to cover the capital costs of power stations. Much therefore depends on the values assigned to the assets.

The easiest way to tie up the industry for privatisation would be to shackle the two halves of the industry together with fixed contracts based on high fixed ("capacity") charges reflecting relatively high asset values. The payment of large capacity charges would give

distributors pre-emptive rights over the power stations and thus prevent the generators from detaching their industrial customers.

The generating companies, loaded with high-value assets, would, in turn, be less tempted to enter vigorous price-cutting competition in the industrial sector. Selling at high prices to distribution companies, which would guard the traditional monopoly, would be better business, even if that meant some power stations were lying idle. This high-price high-asset value world would also probably appeal more to investors and so yield better proceeds for the Treasury.

Others, more pertinently, say that the nation does not need new Draxes when gas turbines would be much cheaper and more efficient.

Then there is the market's way of looking at the asset as equal to the present value of the stream of future net income. On that view, the nuclear assets could have a negative value compared with a book value on replacement cost of £9.2bn.

And even though the book value will not be the same as the market's valuation, it is argued that the figures in the prospectus must look credible to prospective investors.

The discussion has held up the preparation of the report and accounts for the industry in 1988-89, the last year in its present form, because ministers have been faced with a write-down of £400 to £500 before they even start to think of a privatisation discount.

Clearly, if the industry is allowed to become competitive very quickly, industrial electricity prices will fall, and the generating companies will be worth correspondingly less. But suppose the generators are now only pretending that they want to slug it out in the industrial market, how much should their assets be discounted then? The brightest talents in the Civil Service must soon have the answer. Editorial comment, Page 20

# New poll over Democrat name

By Michael Cassell

THE Social and Liberal Democrats are to ballot delegates on whether they wish to reopen the debate on the short title of their party at this autumn's conference in Brighton.

The party's conference committee met yesterday and decided that the issue, which has again resurfaced within the membership and at Westminster, should not be included in the final conference agenda.

The decision was taken after a poll of the membership showed that an overwhelming

majority believed a renewed, public controversy over the short title would further damage the party's already low electoral standing.

Some MPs have joined calls for a change from Democrats to Liberal Democrats and an emergency motion on the issue has been received by the conference committee. The committee will now arrange for a ballot of the delegates before the start of the conference in order to establish the party's view.

Mr Jim Wallace, the Democrat chief whip, said yesterday

that the parliamentary party last week had expressed its determination that the Brighton gathering should be used for focusing on the main political issues of the day. He said that the party membership would reflect a similar view.

The ballot will close ten days before the annual conference. A decision to stage an emergency debate on the issue would be embarrassing for Mr Paddy Ashdown, the party leader, but he is apparently confident that the idea will be rejected.

# Councils invest more overseas

By Eric Short, Pensions Correspondent

LOCAL AUTHORITY pension schemes were heavily invested in overseas equities during the 12 months to March 31 1989, according to the latest performance analysis from the WM Company, the largest investment performance measurement company in the UK.

WM analysed the performance of 91 local-authority superannuation schemes, with combined assets of £30.6bn, accounting for 25 per cent of all local authority funds.

That investment pattern seems strange, given that many local authorities are Labour-controlled and the general strategy of the Labour Party is that institutions should severely limit their overseas investment and invest in Britain.

But a spokesman for WM said that the main concern of local authorities regarding overseas investment of their pension funds was no investment in South Africa.

Local authority schemes had a good investment year. The average return was 21.9 per cent over the past seven years, compared with 15.1 per cent if property is excluded.

That compared with a 7.8 per cent rise in the Retail Price Index and an earnings growth of 9.3 per cent over the year, using net returns on investments of 11.18 per cent.

However, local-authority pension funds on average slightly underperformed private-sector schemes, with an average return of 22.7 per cent.

But over the long term, local-authority schemes were showing a superior performance, averaging 13.4 per cent over the past seven years against 18.8 per cent. A better performance on overseas equities and, until recently, an absence of holding in the poorly performing index-linked gilts accounted for the better performance.

# Reality behind the joblessness statistics

Ian Hamilton Fazey discovers a mismatch between facts and figures in the north

THE UK's latest unemployment rate is 6.3 per cent, according to the monthly figure for June published last week. It was the 35th month in which a fall has been reported and the Government's regional statistics showed only Northern Ireland with a rate in double figures.

The news continued to be greeted with some bewilderment in many of northern England's large towns and cities. Unemployment has been falling everywhere, but the picture is nowhere near as comfortable as the national and regional figures suggest.

Travel-to-work area	Male rate	All
South Tyneside	21.8	18.5
Haverpool	19.7	14.3
Hillsdale	18.1	13.9
Sunderland	17.7	13.6
Middlesbrough	17.6	13.3
Rotherham & Mexborough	17.1	13.6
Morpeth & Ashington	16.4	12.1
Wirral & Chester	16.1	11.5
Garnsey	15.7	11.5
Wigan & St Helens	14.7	11.4
Doncaster	14.7	12.1
Whitby	14.6	10.6

Travel-to-work area	Men	All
Liverpool	50,957	67,893
Manchester	48,244	62,742
Newcastle upon Tyne	30,345	40,056
Sheffield	19,364	26,578
Sunderland	18,182	23,667
Leeds	16,884	23,124
Wirral & Chester	16,766	22,574
Wigan & St Helens	14,026	20,206
Middlesbrough	13,025	17,065
Hull	12,754	17,375
Bradford	12,227	16,334
Bolton & Bury	11,443	15,876

the smaller towns of Lancashire, Cheshire and North Yorkshire. Attractive market towns have special appeal.

The result is a large number of black spots in the "smoke-stack" areas of the industrial revolution. They are not mere "pockets" but involve whole conurbations and millions of people. Indeed, 36 of the 69 TTWAs have a double-figure male unemployment rate. In the north-east, 11 of 13 TTWAs are in this category. In 21 TTWAs, either male unemployment is over 14 per cent or total numbers of registered jobless exceed 15,000 people. In 12 TTWAs, both criteria are involved.

Comparison with, say, Surrey - where unemployment is officially zero - is even more marked when the population of Working (86,600 in 1987) is compared with the number of unemployed on Merseyside (88,723). Aggregating the number of unemployed in the neighbouring TTWAs of Newcastle, South Tyneside and Sunderland gives a figure of 73,266. That is more than the

number of people living in the Surrey district of Epsom and Ewell (68,900).

That is not to say there has been no improvement, for example Merseyside's unemployed register contained nearly 100,000 names for much of the winter.

Where northern unemployment is universally in single figures is among women. However, no one believes that the figures reflect the true numbers of jobless women who want to work. They represent only women qualified to claim benefit and thus exclude many married women.

Recent closures, such as that of the Birds Eye food factory in Kirby, may have little effect on Merseyside's overall rate because most of the women involved will not be entitled to claim benefit and will therefore not be "unemployed" in the official sense, even though several hundred of them will have lost their jobs.

One result of that is that "total" unemployment figures, which aggregate both male and female claimants, look better

than they are.

In one northern region - the standard north - the figures are improved in appearance by the way boundaries are drawn to group the data. Cumbria, where the male, female and total unemployment rates are 6.8 per cent, 5.1 per cent and 6.1 per cent respectively, is lumped with the north-east to produce an overall rate in single figures for the "standard north." Why that appears strange to many observers is that Cumbria is claimed by the Manchester offices of government departments for all but these statistical purposes.

Moreover, the detailed unemployment figures for the Cumbrian TTWAs are not to be found in the regional statistics published by the Department of Employment office in Newcastle, but in those put out by the department in Manchester. The top sheet from Newcastle - which gives the overall figure for the "north" - incorporates the Cumbrian figures specifically without showing the source on subsequent pages of data.

The counties of Merseyside, Cleveland and Tyne and Wear remain worst affected. Numbers of registered unemployed claimants on the banks of the Mersey, Tyne, Wear and Tees total around 180,000 people - nearly a third of all the north's jobless. Male unemployment rates - the most accurate - range from 14.1 per cent in Newcastle to the 17.6 per cent of Middlesbrough, Sunderland, Hartlepool, Liverpool and South Tyneside.

Some business leaders in those areas say that such figures are "manageable" compared with three years ago when one in every four men was out of work, if not more. Moreover, there is a shortage of skills in many areas, including white-collar sectors.

However, matching job needs (unskilled and manual) to labour shortages (skilled and non-manual) is daunting when so many are involved.

All that puts reality a long way from the politically comfortable unemployment rate of 6.3 per cent published last week for the UK as a whole.

# Retail sales growth slackens in June

By Ralph Atkins, Economics Staff

THE REBOUND in retail sales growth in May was not maintained last month, according to today's Confederation of British Industry/Financial Times distributive trades survey.

Growth in retail sales volumes fell to the slowest rate since February and well below rates recorded last summer, the survey shows. It suggests that high interest rates continue to subdue consumer spending.

Sales volumes last month failed to meet retailers' expectations, while there was also a slowdown in orders placed with suppliers. Growth for July is also expected to be modest.

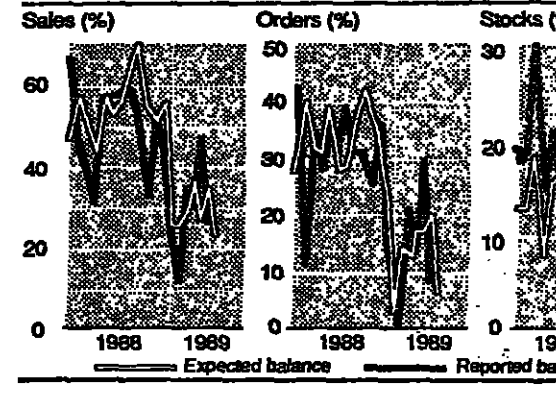
The results contrast with the previous month's survey showing retail sales growth in May approaching rates seen last summer when consumer spending was rising rapidly.

Critical figures for May showed a month-on-month rise of 3 per cent and a record increase in credit.

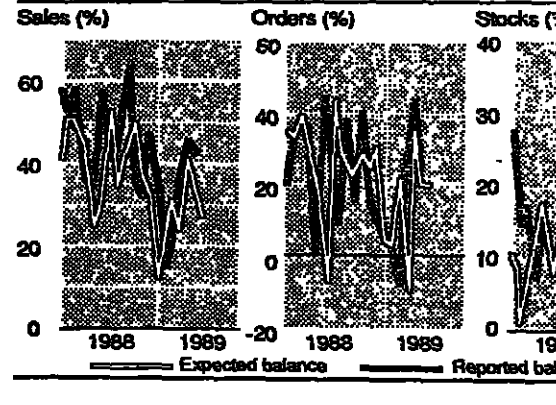
Mr Nigel Whittaker, chairman of the survey panel, said: "The considerable slowdown in the annual rate of retail sales growth reported in June indicates that the boost to trade in May was, as expected, only temporary, due to the favourable weather."

The survey shows that out of the 288 retailers responding to the survey, 50 per cent said sales in June were higher than

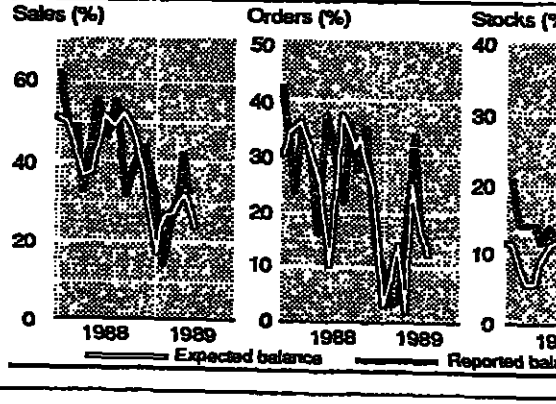
## Retailing



## Wholesaling



## Total Distribution



# Non-durable outlays 'not linked to interest rates'

By Ralph Atkins

THE TREASURY'S argument that increased personal borrowing in the 1980s has sharpened the cooling effect of high interest rates on consumer spending is placed in doubt by an economic study published at the weekend.

Interest-rate rises have only a small direct impact on spending on non-durable goods, argue Mr John Muellbauer and Mr Anthony Murphy, of Nuffield College, Oxford. The key effects of high interest rates come via the housing market - but only after a considerable time.

# Public 'is still indifferent to National Savings'

By David Barchard

UK SAVERS remain indifferent to National Savings, according to figures published yesterday. They show a net outflow of £239.8m from National Savings during June, after a £222m net outflow during May.

The role of National Savings - the state-owned savings institution traditionally used by the Government to borrow from small savers - has been sharply reduced by the present Government's debt repayment programme and the policy of redeeming savings products when they mature.

However, the total balance of funds with National Savings is now £26.75bn - slightly above the level of £26.75bn a year ago. Repayments of capital by National Savings during June were £512m, while interest payments were £132m. New Treasury withdrawals were £136m, although there was a net inflow of £58m into index-linked certificates.

Their study, published by Credit Suisse First Boston, the securities house, says economists and policy makers failed to predict the strength of consumer spending in the 1980s. An important mistake was to ignore the liberalisation of credit markets.

Looking at the period 1967 to 1986, the authors say: "We can find little support for the Treasury view that high personal-sector debt now at record lev-

els relative to income or to personal-sector liquid assets, interest-rate increases have a stronger dampening effect on non-durable expenditure. Our evidence is that these effects have always been small."

However, there is a strong link between interest rates and spending on household durables, such as washing machines and televisions.

The study says the impact of "illiquid wealth" such as owner-occupied housing has risen dramatically since the early 1980s. Although a slowdown in the housing market is apparent, it will be some time before the effects feed through.

"It will take a substantial fall in the UK's house-price-to-income ratio to bring consumer expenditure to a more sustainable level. Whether this can be accomplished without a great deal of politically unpopular pain and in time to begin the traditional relaxation of policy before the next general election must remain in grave doubt."



A copy of this document, which comprises listing particulars in relation to Thornton Asian Emerging Markets Investment Trust plc (the "Company") given in compliance with the listing rules made under Section 142 of the Financial Services Act 1986, has been delivered to the Registrar of Companies in accordance with Section 149 of that Act.

Application has been made to the Council of The Stock Exchange for all the Ordinary Shares and Warrants of the Company issued, and now being issued, to be admitted to the Official List. It is expected that the Ordinary Shares and Warrants will be admitted to the Official List, and that dealings in the Ordinary Shares (with Warrants attached) will commence, on Friday, 28th July, 1989.

The Directors of the Company (the "Directors"), whose names appear under "Directors, Managers and Advisers", accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.



# Thornton Asian Emerging Markets Investment Trust plc

(Incorporated in England and Wales under the Companies Act 1985. Registered No. 2340542)

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at 100p per share payable in full on application

The Offer has been underwritten by Cazenove & Co. to the extent of 74,870,000 Ordinary Shares (with Warrants attached), in respect of all of which firm undertakings to subscribe or procure subscribers have been received by Cazenove & Co. Of these shares Dresdner Bank AG has undertaken to subscribe on behalf of certain of its customers for an aggregate amount of 48,475,000 Ordinary Shares (with Warrants attached) and KEB International Limited, a subsidiary of Korea Exchange Bank, has undertaken to subscribe or procure subscribers for an aggregate amount of 2,270,000 Ordinary Shares (with Warrants attached).

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£12,000,000 in Ordinary Shares of 10p each	up to £10,000,000

#### Indebtedness

As at the date of this document, the Company has no loan capital (including term loans) outstanding, or created but unused, nor any outstanding mortgages, charges, debentures or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptances or acceptance credits, finance leases, hire purchase commitments, guarantees or other material contingent liabilities.

The application list for the Ordinary Shares (with Warrants attached) now being offered for subscription will open at 10.00 a.m. on 21st July, 1989 and may be closed at any time thereafter. The procedure for application and an application form are set out at the end of this document.

#### PART I—DEFINITIONS

In this document the following words and expressions shall bear the following meanings except where the context otherwise requires:

"Asian-Pacific region"	Asia and Australasia
"ChinaVest II-A"	the proposed Delaware limited partnership, ChinaVest II-A, L.P., described in this document
"Company" or "TAEMIT"	Thornton Asian Emerging Markets Investment Trust plc
"Directors" or "Board"	the Board of Directors of the Company
"Investment Manager"	Thornton Management (Asia) Limited
"Manager"	Thornton Investment Management Limited
"Offer"	the offer for subscription of Ordinary Shares (with Warrants attached) contained in this document
"Offer Price"	100p per Ordinary Share
"Ordinary Shares"	the Ordinary Shares of 10p each of the Company issued and now being issued as described in this document
"PRC"	People's Republic of China
"The Stock Exchange"	The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited
"Thornton Group"	Thornton & Co. Limited and its subsidiaries
"Tiger economies" or "Tigers"	Hong Kong, Singapore, South Korea and Taiwan
"Warrants"	the warrants to subscribe for Ordinary Shares on the terms and subject to the conditions set out in this document

#### TIMETABLE

Latest time and date for receipt of applications	10.00 a.m. on Friday, 21st July, 1989
Basis of allocation expected to be announced by	9.00 a.m. on Monday, 24th July, 1989
Renounceable letters of allotment expected to be despatched on	Thursday, 27th July, 1989
Dealings in the Ordinary Shares (with Warrants attached) expected to commence at	9.00 a.m. on Friday, 28th July, 1989
Dealings expected to commence in the Ordinary Shares and the Warrants separately	9.00 a.m. on Tuesday, 22nd August, 1989
Latest time and date for splitting renounceable letters of allotment	3.00 p.m. on Tuesday, 22nd August, 1989
Latest time and date for registration of renunciation	3.00 p.m. on Thursday, 24th August, 1989
Despatch of Ordinary Share certificates and Warrant certificates by	Friday, 6th October, 1989

#### Offer Statistics (assuming full subscription)

Number of Ordinary Shares in issue following the Offer	100,000,000
Number of Warrants in issue following the Offer	20,000,000
Offer Price per Ordinary Share	100p
Estimated net proceeds of the Offer	£96.36 million
Estimated net asset value per Ordinary Share	96.36p

Note: The estimated net proceeds of the Offer (assuming minimum subscription) would be £71.8 million and the estimated net asset value per Ordinary Share following the Offer would on this assumption be 95.73p.

#### DIRECTORS, MANAGERS AND ADVISERS

##### Directors

Richard Chicheley Thornton (Chairman)	33 Cavendish Square, London W1M 7HF
John Martin Cobb	No. 1 London Bridge, London SE1 9QU
Gerhard Eberstadt	Jürgen-Ponto-Platz 1, 6000 Frankfurt am Main 11, Federal Republic of Germany
Ronald Furse	30 Old Burlington Street, London W1X 1LB
Geoffrey Andrew Liddell	33 Cavendish Square, London W1M 7HF
Leolin Price, Q.C.	10 Old Square, Lincoln's Inn, London WC2A 3SU
Zuji Tao	11/F Block E (Letter Box 208), Tongjiao Buildings, Shennan Road Central, Shenzhen, Guangdong, People's Republic of China
Philip Tose	16-18 Queen's Road Tower, Hong Kong
Herbert Wunderlich	Mainzer Landstrasse 11-13, 6000 Frankfurt am Main 1, Federal Republic of Germany

##### Secretary and Registered Office

Leslie Allan Aitkenhead, F.C.A. 33 Cavendish Square, London W1M 7HF

##### Sponsor and Stockbroker

Cazenove & Co., 12 Tokenhouse Yard, London EC2R 7AN

##### Manager

Thornton Investment Management Limited, 33 Cavendish Square, London W1M 7HF

##### Solicitors to the Company

Stephenson Harwood, One, St. Paul's Churchyard, London EC4M 8SH

##### Custodian and Bankers

The Hongkong and Shanghai Banking Corporation, 1 Queen's Road Central, Hong Kong

##### Receiving Bankers

The Royal Bank of Scotland plc, Registrar's Department, 20 Gresham Street, London EC2V 7HN

##### Investment Manager

Thornton Management (Asia) Limited, United Centre, 10th Floor, 95 Queensway, Hong Kong

##### Solicitors to the Sponsor

Slaughter and May, 35 Basinghall Street, London EC2V 5DB

##### Auditors and Reporting Accountants

Coopers & Lybrand, Chartered Accountants, Plumtree Court, London EC4A 4HT

##### Registrars

The Royal Bank of Scotland plc, Registrar's Department, P.O. Box 435, Owen House, 8 Bankhead Crossway North, Edinburgh EH11 4BR

#### THORNTON ASIAN EMERGING MARKETS INVESTMENT TRUST plc

##### Introduction

TAEMIT is a new investment trust which will invest in specially selected companies in the emerging markets of the Asian-Pacific region. The Directors believe that there exists considerable potential for above-average capital growth in these markets.

The Company will be managed by Thornton Investment Management Limited which will delegate day-to-day investment management to Thornton Management (Asia) Limited. Both companies are members of the Thornton Group, which has considerable experience of investment in the Asian-Pacific region.

##### Investment Policy

The investment policy will be to achieve above-average capital growth through investment in the emerging markets of the Asian-Pacific region. These emerging markets include the "Tiger" economies of Hong Kong, Singapore, South Korea and Taiwan, as well as Malaysia, Thailand, the Philippines, Indonesia, the People's Republic of China ("PRC") and India. Although the emphasis will be on these markets, the Company may also invest in other markets in the region including the more developed markets such as that of Japan. Investments in the more developed markets will not, however, normally be expected to exceed 15 per cent. of the Company's portfolio.

The Company's funds will normally be invested in equity and equity related investments which by their nature will be long term within the context of the life of the Company. Short term performance will not have a high priority in the construction of the portfolio. Where direct investment is made, the Investment Manager will seek to invest in companies which exhibit good growth potential and which have high calibre management; regular contact by the Investment Manager with the management of these companies will be a high priority. Investment may also be made indirectly through investment funds or limited partnerships; for example, in South Korea, Taiwan and India equity investment by foreign investors is generally only permitted indirectly through investment funds set up specifically for that purpose.

While there are limited opportunities to invest directly in the PRC, it is the policy of the Directors that the Company should seek opportunities for investment in businesses which trade with and in the PRC and the Directors are proposing to invest up to 15 per cent. of the Company's funds in a limited partnership ("ChinaVest II-A") which is in the course of being established for this purpose, further details of which are set out below.

It is the policy of the Directors that up to one quarter of the assets of the Company may be invested in interests in limited partnerships (including ChinaVest II-A) or in securities which are not traded on a stock exchange.

It is the Directors' intention that the initial portfolio will have a broad geographical spread within the Asian-Pacific region. The Directors will, however, be free to concentrate investment in particular countries if they believe that it is advantageous so to do.

##### The Asian-Pacific Region

Over the last twenty years the Asian-Pacific region has experienced the world's fastest economic growth, which has been accompanied by a rising share of world trade. The Asian-Pacific region, with over one half of the world's population and a rapidly rising income level, now ranks with North America, after the EEC, as one of the major economic trading areas of the world.

A number of factors have contributed to this rapid economic growth. The Directors consider that the pro-business attitude of most governments in the region and hard working and competitively priced labour forces in the emerging markets in the region have been among the most significant of these factors. In addition, comparatively high levels of domestic savings in many of the countries in the region have allowed their economies to finance high levels of investment.

Two events which have occurred since the mid 1980's have had a significant impact on the Asian-Pacific region. First, the price of crude oil reduced substantially from over US\$28 per barrel in 1985 to under US\$15 per barrel in 1986. While the price has recently stabilised at around US\$17-19 per barrel, the fall represented a significant boost for the Asian-Pacific economies which, with few exceptions, are large oil importers. Secondly, the Yen appreciated rapidly from a level of about ¥260 to the US dollar in 1985 to approximately half that level as at 31st May, 1989. The Directors believe that the adverse effect of this appreciation on the competitiveness of Japanese exports has allowed the Tiger economies to make considerable inroads into sectors previously dominated by Japan. This has also led to a relocation of part of Japanese manufacturing capability to other countries in the Asian-Pacific region which enjoy lower manufacturing labour costs. These two events, coupled with a rise in Japanese domestic demand, have created an economic environment within which total exports from countries in the region have grown at an average rate of 17.5 per cent. over the past three years and which should, in the opinion of the Directors, provide the basis for the further long-term economic development of the region.

##### The Tigers

The four Tiger economies of Hong Kong, Singapore, South Korea and Taiwan have achieved average annual growth rates of 8.3 per cent., 5.6 per cent., 10.3 per cent. and 9.3 per cent. respectively over the past five years, placing them among the most vibrant economies in the world.

##### Hong Kong

Following the economic success of Hong Kong in recent years the territory faces competitive pressures as domestic wage levels exceed those prevailing in many other economies in the region. The Special Economic Zones in the PRC adjacent to Hong Kong do, however, provide access to cheap labour and a large and valuable hinterland for companies in the territory. In 1988, a survey by the Hong Kong Trade Development Commission estimated that between 0.85 and 1.2 million people were employed directly and indirectly in the PRC by Hong Kong manufacturing companies, with a further 0.5 million people employed there in manufacturing or service companies. This compares with a figure of 849,000 representing Hong Kong's domestic manufacturing labour force at the beginning of 1988. This relocation of productive capacity to the PRC has allowed Hong Kong to develop further its traditional role as a trading post and also its emerging role as a financial centre for the PRC. The recent political disturbances in the PRC have created uncertainty and have induced volatility on the Hong Kong stock exchange. The Directors believe that good opportunities for new equity investment have been created by the recent decline in the Hong Kong stockmarket; however, while the current uncertainties remain, they will adopt a cautious attitude towards direct investment in Hong Kong listed securities.

##### Singapore

Since independence, Singapore has enjoyed social and political stability and has developed a sound commercial infrastructure, which is evidenced by the presence of many large multi-national corporations. While the industrial sector of Singapore remains competitive in certain high value-added industries, such as electronics, the Directors believe that the above factors, combined with Singapore's geographical location in relation to the emerging Tigers of Malaysia and Indonesia, will provide the impetus for the continued development and future growth of its commercial and financial sectors.

##### South Korea

South Korea is an example of successful debt-financed economic development. Extensive investment, often financed from abroad, coupled with low labour costs has led to rapid economic growth in heavy industries. The success of this can be seen from the fact that South Korea, having been the world's fourth largest debtor nation in 1985, is expected to emerge as a creditor nation in the early 1990's. The appreciation of the Korean currency against the US dollar over the past two years has reduced import costs, allowed faster development of the domestic economy, but has reduced Korea's price competitiveness. Continued high levels of industrial investment are aimed at keeping heavy and technology based industries competitive while lower value-added industries, such as textiles and footwear, are being relocated to other countries in the Asian-Pacific region where manufacturing costs are lower. The

stockmarket currently remains closed to direct investment by foreigners. The Korean authorities have announced plans, however, to open the exchange to direct investment, although this is unlikely to occur before 1992. Foreign equity investment is at present permitted only through investment funds authorised for that purpose by the Korean authorities and through certain convertible bonds issued by Korean companies.

#### Taiwan

Taiwan's strong trading performance has enabled it to accumulate the second largest foreign exchange reserves in the world after Japan and has forced the Government to allow the New Taiwanese dollar to appreciate against the US dollar by approximately 50 per cent. since September 1985. In common with Japan, as Taiwan's currency has appreciated overseas investment by Taiwanese businesses has risen substantially with industrialists relocating part of the productive capability of lower value-added industries to other countries in the Asian-Pacific region.

High levels of investment and strong domestic consumption together with several important infrastructure projects are underpinning continued economic growth. The stockmarket remains closed to direct foreign investment but foreign investment may be made indirectly through investment funds authorised by the Taiwanese authorities.

#### The Emerging Tigers

As the four Tigers upgrade their technology levels and move in to higher value-added products and services, the countries of Malaysia, Thailand, the Philippines and Indonesia are attracting from the Tigers and Japan lower value-added industries and are also developing their own industries. A high proportion of the population is employed in the agricultural sector and these countries are still in the early stages of industrialisation. The stockmarkets of all four countries are also in an early stage of development.

#### Malaysia

Following the recession in 1985 induced by the collapse in commodity prices, the Government has fostered the development of the manufacturing sector aided by direct foreign investment. This, coupled with low domestic inflation and a depreciated currency, has left the Malaysian economy more competitive and less exposed to fluctuations in commodity prices.

#### Thailand

Thailand is evolving from a primarily agrarian-based to an industrialised economy. While this industrialisation has to date been based on light industries such as textiles and footwear, new industrial investment in the petrochemical and automotive sectors is broadening the economy. In order to support the increased economic activity large new infrastructure developments are being undertaken.

#### The Philippines

Under President Aquino, the Philippines' economy has recovered strongly from the depressed period towards the end of the Marcos era. The country still suffers, however, from political instability, onerous levels of foreign debt and an underdeveloped manufacturing sector, but there is a plentiful supply of cheap labour, foreign investment is increasing and export performance has improved.

#### Indonesia

The commodity-based economy of Indonesia experienced a recession during the mid 1980's similar to that of Malaysia. The particular reliance on petroleum exports and the high level of yen-denominated debt forced the authorities to impose a policy of severe austerity. A far reaching package of reforms aimed at fostering a stronger manufacturing sector and reducing reliance on oil revenues has been adopted.

#### The Sleeping Giants

Confined within centrally planned and closed economies, the vast countries of the PRC and India have in recent years become more open.

#### People's Republic of China

The political and social disturbances which have recently occurred in the PRC have brought into question the extent to which the country's economy, which has experienced an average annual growth rate of approximately 11.4 per cent. over the last 5 years, will be affected. In particular it is difficult to predict at this stage whether the PRC's economic modernisation programme, introduced eleven years ago, will continue and, if so, whether the programme, together with the PRC's abundance of labour, land and natural resources, will enable the economy to expand at rates similar to those achieved in the last decade.

There are limited opportunities for direct investment by foreigners in the PRC. There is, however, scope for exposure to the country by investing in businesses which trade with and in the PRC, including those companies in Hong Kong which have set up manufacturing facilities in the PRC, especially in its southern provinces, or which provide managerial and financial resources to businesses established there. The Directors believe that despite the recent disturbances there are likely to be good opportunities for investment in businesses which trade with and in the PRC and are proposing to invest up to 15 per cent. of the Company's assets in a limited partnership being formed for such purpose, further details of which are set out below in the section entitled "ChinaVest II-A".

#### India

India has recently experienced a sharp acceleration in its industrial production, providing evidence of the effectiveness of recent government reforms. These reforms, however, are at an early stage and the country still has major political, social and economic problems to overcome. Direct investment by foreigners in the Indian stockmarket is not permitted but indirect investment is possible through approved investment funds.

#### Japan

Japan has become the driving force behind the economic development of the Asian-Pacific region. In the course of the last four years increased spending on infrastructure projects and the liberalisation of the domestic market, together with the current low interest rates, have transformed Japan from an export-led into a powerful, domestically driven economy. The Directors consider that the growth in Japanese domestic demand is sustainable and that it will continue to support economic development in the rest of the Asian-Pacific region.

#### Special Considerations

Investment in a range of companies in the emerging markets involves a greater than normal degree of risk and involves special considerations, including those referred to below, which are not normally associated with investing in listed companies in the major securities markets.

Many of the companies and investment funds in which the Company will invest will, by reason of the location in which they operate, be particularly exposed to the risk of political change and governmental action. Exchange control, tax and other regulations applicable to, or introduced in, any country in which the Company invests may affect the Company's income and the value and marketability of its investments. The sterling value of the assets of the Company will also be affected favourably or unfavourably by fluctuations in the exchange rate between the local currency and sterling.

Some of the emerging countries in which the Company will invest have laws and regulations which currently preclude or seriously restrict direct foreign investment in securities of their companies. Indirect foreign investment may, however, be permitted through investment funds which have been specifically authorised for the purpose. Because of the limited number of authorisations granted in South Korea and Taiwan, however, units or shares in most of the investment funds authorised in those countries currently trade at a substantial premium over the value of their underlying assets. There can be no certainty that these premiums will be maintained and it should be appreciated that if the restrictions on direct foreign investment in the relevant country were significantly liberalised (as is foreshadowed in Korea) the premiums might be reduced, eliminated altogether or turned into a discount.

Trading volume on emerging country stockmarkets is generally substantially less than on the major stockmarkets. In addition, securities of certain companies in emerging countries tend to be less liquid and more volatile than securities of comparable companies in the developed markets. It may, therefore, be difficult to value and realise not only unquoted investments held by the Company in emerging markets but also quoted investments held in such markets. Companies in emerging countries are not generally subject to accounting, auditing and financial standards, practices and disclosure requirements comparable to those applicable to United Kingdom companies with the result that there may be less public information about a company in an emerging country than about a United Kingdom company. There is also generally less government supervision and regulation of foreign stock exchanges and stockbrokers.

Investment in the Company should be regarded as long term in nature and it should be noted that the market prices of the securities in which the Company invests may be the subject of above average volatility.

#### Structure

The Directors consider that an investment trust is an appropriate vehicle for investing in emerging markets. Although in many cases the share prices of investment trusts have tended historically to trade at a discount to their underlying net asset value, the fixed capital base of an investment trust allows the managers to take a long term view of its investments without being forced to acquire or dispose of investments in response to changes in demand for the investment trust's securities. The Directors consider that this is particularly important when investing in emerging markets.

The structure of the Company includes two particular features. First, the Articles of Association contain a provision for the Company to be wound up at some time before 31st March, 1996 and 31st October, 1996 unless shareholders at any time before 31st March, 1996, release the Directors from their obligation to convene the necessary meeting to approve the winding up of the Company. This will allow shareholders a specific opportunity to review, at the relevant time, whether the Company should continue, or be restructured, or wound up.

Secondly, under the Offer, Warrants will be issued, in the proportion of one Warrant for every five Ordinary Shares subscribed, which will entitle holders to subscribe, in respect of each Warrant, for one Ordinary Share at 100p at certain periods during the first six years of the life of the Company. A shareholder's initial investment in the Company will therefore be represented by two types of securities which the shareholder will be able to retain or, after Tuesday, 22nd August 1989, trade separately to suit his individual requirements. Further details of the Warrants are set out in Part III of this document.

It is the intention of the Directors to conduct the affairs of the Company so that it satisfies the conditions for approval as an investment trust set out in Section 842 of the Income and Corporation Taxes Act 1988.

Application has been made for the Ordinary Shares and Warrants to be admitted to the Official List of The Stock Exchange. In making investments the policy of the Company will be that:

- A reasonable spread of investments will normally be made, any new investment being limited to not more than 15 per cent. of the assets (before deducting borrowed money) of the Company and its subsidiaries at the time it is made, for which purpose any existing holding in the company concerned will be aggregated with a proposed new investment;
- the realisation of any investment carried as Directors' valuation amounting to 50 per cent. or more of the Company's portfolio will be conditional upon shareholders' approval; and
- legal or management control of underlying investments will not be taken by the Company.

The investment policy set out herein will, in accordance with the requirements of The Stock Exchange, be adhered to for at least three years following listing, unless a change is approved by shareholders in general meeting.

Dresdner Bank AG has undertaken to subscribe or procure subscribers under the Offer for 48,475,000 Ordinary Shares (with Warrants attached). It is the intention of the Directors to apply, as soon as practicable after the Offer, for the Ordinary Shares and Warrants to be listed on the Frankfurt Stock Exchange, although there can be no assurance that such a listing will be granted.

#### Directors

The Directors of the Company, all of whom are non-executive, are as follows: Richard Chicheley Thornton, Chairman, aged 58, is the Chairman of Thornton & Co. Limited. Richard Thornton has specialised in investments in the Asian-Pacific region for more than 20 years with the Thornton Group, G.T. Management and, prior to that, with the Foreign and Colonial Management Group. He has extensive knowledge and experience of international investment markets especially in the Asian-Pacific region.

John Martin Cobb, aged 57, has been a stockbroker with Sheppards for 20 years. He was a director of that company for some time but is now Chairman of its asset management division with responsibility for its private client and pension fund business.

Gerhard Eberstadt, aged 55, is a deputy member of the board of Managing Directors of Dresdner Bank AG, Deputy Chairman of Thornton & Co. Limited and is a Director of various other companies in the Dresdner Bank Group.

Ronald Farre, aged 68, was formerly a director and Senior Vice-President of Fiduciary International S.A. He currently acts as an investment consultant with particular emphasis on South East Asia.

Geoffrey Andrew Liddell, aged 62, is a retired banker with many years' experience working overseas in developing countries and later in Hong Kong and Japan. He now works as a marketing consultant to the Thornton Group, particularly in Asia.

Leolin Price, Q.C., aged 65, is a practising London barrister. He is Chairman of the Institute of Child Health and of Child Health Research Investment Trust plc. His practice includes advisory and court work in Hong Kong and Singapore.

Zuji Tao, aged 64, is Managing Director of Shanghai Industrial Consultants, a non-governmental consultancy company.

Philip Tose, aged 43, is executive Chairman of Peregrine International Holdings Limited, the parent company of a financial services group which was founded in 1988. Before that he specialised in the securities markets of the Asian-Pacific region for more than 16 years with the Vickers de Costa Group.

Herbert Wunderlich, aged 48, is a Director of Thornton & Co. Limited and Managing Director of Dresdnerbank investment management GmbH, a member of the Dresdner Bank Group.

#### Manager

The Manager of the Company is Thornton Investment Management Limited, which is a member of the Investment Management Regulatory Organisation (IMRO) and as such is regulated by IMRO in the conduct of investment business.

The Manager is a wholly-owned indirect subsidiary of Thornton & Co. Limited, which is itself a subsidiary of Dresdner Bank AG, the second largest commercial bank in the Federal Republic of Germany. The Thornton Group promotes and manages a range of investment funds, including offshore funds and UK authorised unit trusts, as well as managing individual portfolios of pension and charitable funds and private clients. The Thornton Group's funds under management as at 31st May, 1989 amounted to approximately £1,000 million.

Under the Management Agreement between the Manager and the Company the Manager will receive a quarterly fee payable in arrears of 0.375 per cent. equivalent to 1.5 per cent. per annum, (plus VAT) of the net asset value of the Company at the end of the relevant quarter. Where the Company invests in an investment fund, shareholders in the Company will bear not only their proportionate share of the expenses of the Company, including the fees of the Manager and operating expenses, but will also bear, indirectly, similar expenses of the underlying fund. However, the Management Agreement provides that no management fee will be charged by the Manager in respect of investments in investment funds managed by members of the Thornton Group or in any other investment funds (other than ChinaVest II-A) to the extent that the aggregate investment in such investment funds (other than ChinaVest II-A and investment funds managed by members of the Thornton Group) represents 25 per cent. or more of the assets of the Company. The Management Agreement also provides that the fee payable to the Manager will accrue only at the rate of 0.25 per cent. per annum on the value of the Company's investment in ChinaVest II-A. Further details of the Management Agreement are set out in paragraph 7 of Part IV.

The Manager, while retaining responsibility for the management of the Company, has delegated its day-to-day investment management functions to Thornton Management (Asia) Limited. The fees and expenses of the Investment Manager will be discharged by the Manager.

The Investment Manager, which is also a subsidiary of Thornton & Co. Limited, is based in Hong Kong and provides investment advice in respect of 27 funds managed by the Thornton Group which specialise in the Asian-Pacific region. These include Thornton Tiger Trust, a UK authorised unit trust which invests in the Far East and Asia, principally in the Tiger economies, and Thornton Little Dragons Fund Limited, a Bermudian mutual fund company which invests in securities of small and medium sized companies in the Far East.

The Directors are proposing that the Company should become the sole limited partner in ChinaVest II-A, a Delaware limited partnership which is in the course of being established and through which the Company will commit to invest over a period of approximately five years up to 15 per cent. of the Company's assets. The policy of ChinaVest II-A will be to take advantage of the investment opportunities which flow across the political and economic boundaries of the PRC, Hong Kong and Taiwan and it will invest principally in the securities of unlisted Hong Kong and Taiwanese companies which have significant business involvement in, or trading links with, the PRC. It is intended that ChinaVest II-A should have a life of approximately seven years, to coincide with the planned life of the Company.

The general partner and manager of ChinaVest II-A will be ChinaVest Partners, a newly formed partnership of five individuals, of whom four are investment managers who specialise in managing and advising on investments connected with the PRC and Taiwan. These five individuals are responsible for the day-to-day management of the investments of ChinaVest N.V. and of TaiwanVest N.V., which are companies incorporated for the purpose of taking advantage of investment opportunities in the PRC and Taiwan respectively. ChinaVest Partners are proposing to establish another limited partnership ("ChinaVest II"), which will generally invest in parallel with ChinaVest II-A. The establishment of ChinaVest II is not, however, dependent upon the establishment of ChinaVest II. ChinaVest Partners will receive a management fee equal to 2.75 per cent. per annum of the capital committed by the Company to ChinaVest II-A. In addition, ChinaVest Partners will be entitled to a 20 per cent. share of the net capital gains on investments held by ChinaVest II-A.

The terms under which the Company will become a limited partner in ChinaVest II-A are currently being negotiated and there can be no assurance that such negotiations will be successfully concluded.

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subject to adjustment in certain circumstances. The terms and conditions of the Warrants, which include provisions for protecting the "time value" of the Warrants in certain circumstances, are set out in Part III of this document.

Application has been made for the Warrants to be admitted to the Official List of The Stock Exchange and application will in due course be made for Ordinary Shares issued upon exercise of Warrants to be admitted to the Official List of The Stock Exchange. Such Ordinary Shares will rank for all dividends or other distributions declared, paid or made by reference to a record date on or after the relevant exercise date and will otherwise rank pari passu with the Ordinary Shares in issue on the relevant exercise date.

Potential holders of the Warrants should note that whilst warrants have the potential for greater capital appreciation than shares, the market price of warrants is liable to increased volatility and there is a greater risk that they may become valueless.

#### Taxation

##### The Company

It is the intention of the Directors to conduct the affairs of the Company so that it satisfies the conditions for approval as an investment trust set out in Section 842 of the Income and Corporation Taxes Act 1988. Such approval is granted retrospectively for each accounting period. The Company will be exempt from UK corporation tax on capital gains in respect of each accounting period for which such approval is granted.

The income of the Company will be subject to UK corporation tax after relief for allowable expenses and loan interest. Income arising from any overseas investments may be subject to foreign tax at the relevant country's applicable rate. Although the Company may be able to claim double taxation relief in respect of any such tax withheld, it may as a result not be able to offer the full amount of any advance corporation tax paid in respect of dividends to shareholders against any remaining mainstream corporation tax liability, so that the net income available for distribution for any period could be reduced.

Foreign taxes may be levied on capital gains made by the Company and, because such capital gains would not be taxable in the UK, foreign taxes will not be creditable against the Company's liability to mainstream corporation tax or to advance corporation tax and will therefore represent an absolute cost to the Company.

The Directors are advised that under present Hong Kong law and the current practice of the Hong Kong Inland Revenue Department with regard to the application of the relevant legislation, profits tax (currently at the rate of 16 2/3 per cent.) is not expected to be assessed in respect of the profits arising from any disposal of the investments of the Company.

The Directors consider that the Company will not be a close company immediately following the Offer.

##### UK resident Shareholders and Warrant holders

Holders may, depending upon their personal circumstances, be liable to taxation in respect of gains arising from the sale or other disposal (including disposal upon a winding-up) of their Ordinary Shares or Warrants.

For the purpose of taxation of capital gains:—

(i) the cost of acquiring Ordinary Shares and Warrants will be apportioned between the Ordinary Shares and Warrants on the basis of their respective values at the date of allotment, which basis should not be significantly different from the ratio which the market value of the Ordinary Shares bears to the market value of the Warrants on the first day on which the Ordinary Shares and Warrants are dealt in separately; details of the appropriate market values will appear in the first report and accounts of the Company, which will be for the period ending 31st December, 1989;

(ii) the Warrants will not constitute "wasting assets" and on a disposal of Warrants (which includes abandonment) the full cost of those Warrants will be allowed in computing any gain or loss; and

(iii) a holder of Warrants who exercises the subscription rights conferred by the Warrants will not thereby be treated as disposing of the Warrants, but the cost thereof will be added to the amount paid on exercise of the rights in computing the cost of the new Ordinary Shares acquired upon such exercise.

Individual shareholders will be entitled, in respect of all dividends paid by the Company, to an associated tax credit equivalent to the advance corporation tax payable by the Company in respect of such dividends (currently 25/75ths of the amount of such dividend).

##### Non-UK resident Shareholders and Warrant holders

Non-UK resident holders will not normally be liable to UK tax on capital gains upon a sale or other disposal of their Ordinary Shares or Warrants, although they may be subject to foreign taxation in respect of capital gains.

Non-UK resident shareholders are not normally entitled to a repayment from the Inland Revenue of a portion of the tax credit relating to the dividends paid to them; any such entitlement will depend in general on whether there is a double taxation agreement or convention in force between the UK and their country of residence. Non-UK resident shareholders may also be subject to foreign taxation in respect of dividend income in their country of residence.

UK and non-UK resident investors are referred to paragraph 8 in Part IV of this document for further details of the taxation of dividends and distributions.

The above information is based upon the law and practice currently in force and is subject to changes therein.

Potential investors should consult their professional advisers on the potential tax consequences of subscribing for, purchasing, holding or selling Ordinary Shares or Warrants under the laws of their country of citizenship, domicile or residence.

##### Applications and Dealings

The procedure for application and an Application Form can be found at the end of this document. Applications must be for a minimum of 1,000 Ordinary Shares (with Warrants attached), or exact multiples thereof, and must be received by post or by hand at The Royal Bank of Scotland plc, Registrar's Department, 29 Gresham Street, London EC2V 7HN by not later than 10.00 a.m. on Friday, 21st July, 1989.

It is expected that the basis of allocation will be announced by 9.00 a.m. on Monday, 24th July, 1989 and that fully paid non-renewable letters of allotment in respect of the Ordinary Shares (with Warrants attached) will be posted on Thursday, 27th July, 1989. It is expected that dealings in the Ordinary Shares (with Warrants attached) will commence in London at 9.00 a.m. on Friday, 28th July, 1989. Dealings prior to the receipt of letters of allotment will be at the risk of the applicants. A person so dealing must recognise the risk that an application may not have been accepted to the extent anticipated or at all. Letters of allotment in respect of the Ordinary Shares (with Warrants attached) will be renewable until 3.00 p.m. on Thursday, 24th August, 1989 and dealings will be in multiples of five Ordinary Shares (with Warrants attached). In the case of renunciation, the letter of allotment (duly completed in accordance with the instructions contained therein) must be lodged with The Royal Bank of Scotland plc, Registrar's Department, 29 Gresham Street, London EC2V 7HN by 3.00 p.m. on Thursday, 24th August, 1989. After that time the Ordinary Shares and the Warrants will each be registered and transferable separately in any number by an instrument of transfer.

It is expected that dealings in the Ordinary Shares and Warrants separately will commence in London at 9.00 a.m. on Tuesday, 22nd August, 1989. After Thursday, 24th August, 1989 and pending the despatch of definitive certificates (which is expected to take place on or before Friday, 6th October, 1989) transfers of Ordinary Shares and of Warrants will be certified by the Registrars against delivery of the relevant letters of allotment.

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It is expected that dealings in the Ordinary Shares and Warrants separately will commence in London at 9.00 a.m. on Tuesday, 22nd







interested be liable to account to the Company for any profit realised by any such transaction by reason of such Director holding that office.

- (f) Notwithstanding Section 293 of the Act, a Director aged 70 or more shall be capable of being appointed a Director and shall not be required to retire by reason of his age.
- (g) A Director shall not be required to hold any qualification shares.
- (h) At each Annual General Meeting of the Company one-third (or the nearest number to one-third) of the Directors shall retire from office by rotation. However, no Director holding any office as an executive Chairman or as Managing or Joint Managing Director shall be subject to retirement by rotation or taken into account in determining the number of Directors to retire. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director appoint any person to be a Director and may also determine in what rotation such Director is to retire from office. The Directors may from time to time appoint one or more Directors but any Director so appointed shall not be eligible for re-election and any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

**(5) Capital Reserve**  
The Directors shall establish a capital reserve (the "capital reserve") and carry to the credit of the capital reserve or apply in providing for depreciation or contingencies all capital appreciation arising on the sale, transportation, payment off or revaluation of any investments or other capital assets of the Company in excess of the book value thereof. Any loss realised on the same, repayment or payment off of any investments or other capital assets may be carried to the debit of the capital reserve except in so far as the Board may in its discretion decide to make good the same out of other funds of the Company. All sums carried and standing to the credit of the capital reserve may be applied for any of the purposes to which sums standing to any revenue reserve are applicable except and provided that no part of the capital reserve or any other monies in the nature of accretion to capital shall be transferred to revenue account or be regarded as or treated as profits of the Company available for distribution (as defined in Section 263(2) of the Act) or be applied in paying dividends on any shares in the Company's capital. The Board may determine whether any amount received by the Company is to be dealt with as income or capital or partly one and partly the other.

**(6) Borrowing Powers**  
The Board may exercise all the powers of the Company to borrow money or to mortgage or charge all its undertaking, property and uncalled capital and, subject to the Act, to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party, but it shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries (if any) so as to secure (as regards subsidiaries, so far as by such exercise it can secure) that the aggregate principal amount from time to time remaining undischarged of all borrowings of the Company and its subsidiaries (exclusive of intra-Group borrowings) shall not, without the previous sanction of an ordinary resolution of the Company, exceed an amount equal to the aggregate of the issued and paid up share capital and the amount standing to the credit of the capital and revenue reserves of the Group, including any share premium account, capital redemption reserve and the profit and loss account as shown in the latest audited balance sheet of the Company and its subsidiaries.

**4 Underwriting Arrangements**

By an Underwriting Agreement dated 14th July, 1989 between (1) the Company (2) Thornton & Co. Limited and (3) Cazenove & Co., Cazenove & Co. have agreed, subject to the admission of the Ordinary Shares (with Warrants attached) issued under the Offer to the Official List of The Stock Exchange becoming effective in accordance with the rules of The Stock Exchange not later than 18th August, 1989, to underwrite the issue of 74.87 million Ordinary Shares (with Warrants attached) in respect of all of which Cazenove & Co. have received firm undertakings from other persons to subscribe or procure subscribers. Under the agreement the Company will pay to Cazenove & Co. a commission of 3.1 per cent. of the aggregate subscription price of the Ordinary Shares underwritten (out of which Cazenove & Co. will pay to those persons (including Dresdner Bank AG) who have undertaken with Cazenove & Co. to subscribe or procure subscribers for the Ordinary Shares being underwritten commissions of 3 per cent. of the subscription price of the Ordinary Shares to which the undertakings relate in respect of the Offer and an amount equal to the amount equal to the legal expenses incurred by Cazenove & Co. in all cases together with value added tax where applicable. All applications received under the Offer pursuant to the undertakings referred to above will be accepted in full. The Underwriting Agreement provides that if applications under the Offer are not duly received pursuant to any of the undertakings referred to above but applications are received under the Offer (otherwise than pursuant to such undertakings) for a number of Ordinary Shares which exceeds the number of Ordinary Shares available generally in the Offer, the number of Ordinary Shares for which Cazenove & Co. would otherwise be liable to subscribe or procure subscribers in order to remedy the shortfall arising under such undertakings will be reduced by the amount of such excess. Under the agreement, which may be terminated by Cazenove & Co. in certain circumstances, warranties and indemnities have been given to Cazenove & Co. by the Company and Thornton & Co. Limited.

**5 Commission to intermediaries**

The Company will pay, out of the gross proceeds of the Offer received by it, a commission to intermediaries at the rate of 1.75 per cent. (together with value added tax where applicable) of the total subscription price of Ordinary Shares (with Warrants attached) issued under the Offer pursuant to applications bearing their stamp but no such commission will be payable in respect of applications which give rise to an entitlement to commission from Cazenove & Co. under the arrangements referred to in paragraph 4 above.

**6 Directors' and other interests**

(a) At the date of this document neither the Directors nor their immediate families have any interest in the Ordinary Shares or Warrants which is required to be shown in the register maintained under the provisions of Section 325 of the Act. The following Directors have expressed an intention to make applications under the Offer for the number of Ordinary Shares (with Warrants attached) set opposite their respective names below, all of which shares will be held beneficially, and it is intended that these applications will be met in full.

Director	Ordinary Shares (with Warrants attached)
R. C. Thornton	15,000
J. M. Cobb	5,000
G. A. Liddell	5,000
L. Price Q.G.	5,000

In addition, Mr. P. Tose has indicated that a company owned by a trust of which Mr. P. Tose and his family are the beneficiaries intends to apply for 100,000 Ordinary Shares (with Warrants attached) and it is intended that this application will be met in full.

- (b) (i) Mr. R. C. Thornton and Mr. L. Price are shareholders of Thornton & Co. Limited.
- (ii) Mr. R. C. Thornton is the Chairman of Thornton & Co. Limited and Mr. G. Eberstadt and Mr. H. Wunderlich, who are both employed by companies in the Dresdner Bank Group, are directors of Thornton & Co. Limited.
- (iii) The Manager and the Investment Manager are subsidiaries of Thornton & Co. Limited. Mr. R. C. Thornton and Mr. H. Wunderlich are directors of each of the Manager and Investment Manager.
- (iv) The Manager has undertaken on behalf of certain of its clients to subscribe for 8,650,000 Ordinary Shares (with Warrants attached). It will receive from Cazenove & Co. a 3 per cent. commission in respect of such Ordinary Shares (with Warrants attached) subscribed for under the arrangements detailed at paragraph 4 above, all of which commission will be passed on to its clients.
- (v) Save as disclosed herein, no Director of the Company has or has had any interest in any transaction which is or was unusual in its nature or conditions or is or was significant to the business of the Company.
- (c) So far as the Directors are aware, immediately following the issue of Ordinary Shares under the Offer, assuming minimum subscription, it is not expected that any person will, directly or indirectly, be interested in 5 per cent. or more of the issued Ordinary Shares.
- (d) There are no service contracts between the Company and any of its Directors nor are any such contracts proposed.
- (e) Mr. R. C. Thornton, Mr. G. Eberstadt, Mr. G. A. Liddell and Mr. H. Wunderlich have agreed to waive their entitlement to directors' fees. It is estimated that the aggregate fees of the remaining Directors for the Company's first financial period ending 31st December, 1989 will be £12,500.

**NOTES ON HOW TO COMPLETE THE APPLICATION FORM**

1. Insert in Box 1 (in figures) the number of Ordinary Shares (with Warrants attached) for which you are applying. Applications must be for a minimum of 1,000 Ordinary Shares (with Warrants attached) or in multiples thereof.
2. Insert in Box 2 (in figures) the amount of your cheque or banker's draft. This should be equal to the number of Ordinary Shares (with Warrants attached) for which you are applying multiplied by the Offer Price of 100p.
3. Insert your full name and address in BLOCK CAPITALS in Box 3.
4. Sign and date the Application Form in Box 4. The Application Form may be signed by another person on your behalf (and/or on behalf of any joint applicant(s)) if duly authorised so to do, but the power(s) of attorney (or a copy(ies) thereof duly certified by a solicitor) or form(s) of authority must be enclosed for inspection. A corporation should sign under the hand of a duly authorised official whose representative capacity must be stated.
5. You must pin a single cheque or banker's draft to your completed Application Form in Box 5. Your cheque or banker's draft must be payable to "The Royal Bank of Scotland plc" for the amount payable on application inserted in Box 2 and should be crossed "Not Negotiable". No receipt will be issued for this payment, which must be solely for this application. Your cheque or banker's draft must be drawn in sterling on an account at a branch (which must be in the U.K., the Channel Islands or the Isle of Man) of a bank which is either a member of the London or Scottish Clearing Houses or which has arranged for its cheques and banker's drafts to be presented for payment through the clearing facilities provided for the members of those Clearing Houses and must bear the appropriate sorting code number in the top right-hand corner. An application may be accompanied by a cheque drawn by a person other than the applicant(s), but any moneys to be returned will be sent by crossed cheque in favour of the person named in Box 2.
6. A separate cheque or banker's draft must accompany each application.
7. You may apply jointly with up to three other persons. You must then arrange for the Application Form to be completed by or on behalf of each joint applicant. Their full names and addresses should be inserted in BLOCK CAPITALS in Box 6.
8. Box 7 must be signed by or on behalf of each joint applicant (other than the first applicant who should complete Box 3 and sign Box 4). You must send the completed Application Form by post, or deliver it by hand, to The Royal Bank of Scotland plc, Registrar's Department, 29 Gresham Street, London, EC2V 7HN, so as to arrive no later than 10.00 a.m. on 21st July, 1989. If you post your Application Form you are recommended to use first class post and to allow at least two business days for delivery.

**7 Material Contracts**

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company since its incorporation and are or may be material—

- (i) the Underwriting Agreement referred to in paragraph 4 above;
- (ii) the Management Agreement dated 14th July, 1989 between the Company (1) and the Manager (2) under which the Manager has agreed to provide management services to the Company for a quarterly management fee of 0.375 per cent. of the Company's assets under management (as defined therein) at the end of the relevant quarter. The agreement may not be terminated, otherwise than in certain special circumstances, except by either party giving to the other not less than twelve months' written notice to expire on 31st July, 1992 or at any time thereafter; and
- (iii) a Custodian Agreement dated 14th July, 1989 between the Company (1) and The Hongkong and Shanghai Banking Corporation ("HSBC") (2) under which HSBC was appointed custodian of the assets of the Company.

**8 Taxation**

Under current UK taxation legislation, no withholding tax will be deducted from dividends paid by the Company. The Company is required to make an advance payment of corporation tax ("ACT") when a dividend is paid, being a payment calculated by reference to the basic rate of income tax. The current ACT rate is 25/75th of the dividend paid. Consequently, the ACT relating to any dividend currently equals 25 per cent. of the total of the cash dividend and the ACT.

A UK resident individual shareholder receives, imposed to any cash dividend received, a tax credit which is equal to the amount of ACT paid by the Company in respect of the dividend. The tax credit will satisfy in full a UK resident individual shareholder's liability to basic rate tax on the aggregate of the dividend and the tax credit leaving the individual shareholder liable to the higher rate of tax only (if appropriate). If the individual so resident is not liable to income tax, the tax credit may be repaid, in whole or in part, by the Inland Revenue.

A UK resident corporate shareholder will not be liable to UK corporation tax on any dividend received and the dividend and associated tax credit will represent franked investment income in the hands of such a shareholder.

Shareholders in the Company who are not resident in the UK may be entitled to a payment from the Inland Revenue of a proportion of the tax credit relating to their dividends but such entitlement will depend, in general, upon the provisions of any double taxation agreement or convention which exists between the UK and their country of residence. Non-UK resident shareholders may also be subject to foreign taxation on dividend income in their country of residence. Any person who is not resident in the UK should consult his own tax adviser on the question of the double taxation provisions (if any) applying between his country of residence and the UK.

**9 Stamp duty and stamp duty reserve tax**

- (a) On the issue of Renounceable Letters of Allotment, no stamp duty or stamp duty reserve tax will be payable.
- (b) A purchaser of rights to Ordinary Shares (with Warrants attached) represented by a renounceable letter of allotment or before the latest time for registration of renunciation will be liable to stamp duty reserve tax at the rate of 50 pence per £100 or part thereof of the actual consideration paid.
- (c) The transfer on sale of a renounceable letter of allotment after the latest time for registration of renunciation will be subject to ad valorem stamp duty (or, if an unconditional agreement to transfer the renounceable letter of allotment is not completed by a duly stamped transfer within 2 months, stamp duty reserve tax) at the rate of 50 pence per £100 or part thereof of the actual consideration paid.
- (d) No further stamp duty reserve tax will be payable on the registration of renounced renounceable letters of allotment.
- (e) Transfers of Ordinary Shares or Warrants when detached will be liable to ad valorem stamp duty in the usual way at the rate of 50 pence per £100 or part thereof of the actual consideration paid.

**10 Miscellaneous**

- (a) The total expenses of or incidental to the Offer, together with the costs of the proposed listing of the Ordinary Shares and the Warrants on the Frankfurt Stock Exchange, are payable by the Company and are estimated to amount to approximately £3.638 million (excluding value added tax) on the assumption that the Offer is fully subscribed and on the basis that commission is payable to intermediaries, in respect of those Ordinary Shares (with Warrants attached) the subscription of which has not been underwritten, at 1.75 per cent. on the subscription monies for such shares. Such costs and expenses are estimated to amount to approximately £3.2 million (excluding value added tax) if the Offer is only subscribed to the extent of the Ordinary Shares (with Warrants attached) the subscription of which has been underwritten.
- (b) The Company is not involved in any legal or arbitration proceedings nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.
- (c) Save as disclosed herein, there has been no significant change in the financial or trading position of the Company since its incorporation.
- (d) Save for its entry into the material contracts summarised in paragraph 7 above and the issue of a preliminary prospectus on 4th July, 1989, the Company has not commenced business and has not and has never had any subsidiaries or employees.
- (e) It is the intention of the Directors to form a wholly-owned subsidiary of the Company, the principal activity of which will be dealing in securities.
- (f) It is the intention of the Directors to conduct the affairs of the Company so that it satisfies the requirements for qualification as an investment company under Section 266 of the Companies Act 1985 and the Company has given notice to the Registrar of Companies of its intention to carry on business as an investment company pursuant to that Section.
- (g) Coopers & Lybrand, who have been the only auditors of the Company since its incorporation, have given and have not withdrawn their written consent to the issue of this document with the inclusion herein of their report in the form and context in which it is included.
- (h) Thornton & Co. Limited is the promoter of the Company. Save as disclosed herein, no amount or benefit has been paid or given to the promoter and none is intended to be paid or given.
- (i) Cazenove & Co. is a member firm of The Securities Association and of The Stock Exchange.
- (j) The issue price of 100p per Ordinary Share represents a premium of 90p per share over the nominal value of an Ordinary Share.

**11 Documents available for inspection**

Copies of the following documents will be available for inspection at the offices of Stephenson Harwood, One, St. Paul's Churchyard, London EC4M 8SH and at the registered office of the Company at 33 Cavendish Square, London W1M 7HF during usual business hours on any weekday (Saturdays and public holidays excepted) up to and including Monday, 31st July, 1989—

- (i) the Memorandum and Articles of Association of TAEMIT;
- (ii) the material contracts of TAEMIT referred to in paragraph 7 of this Part IV;
- (iii) these Listing Particulars;
- (iv) the report of Coopers & Lybrand and their written consent referred to in paragraph 10(g) above.

Dated 14th July, 1989.

**PART V**

**Terms and Conditions of Application**

(i) The contract created by the acceptance of applications under the Offer will be conditional upon (ii) the admission of the Ordinary Shares (with Warrants attached) to the Official List of The Stock Exchange by not later than 18th August, 1989 and (iii) the Underwriting Agreement referred to in paragraph 4 in Part IV becoming unconditional and not being terminated in accordance with its terms.

**THORNTON ASIAN EMERGING MARKETS INVESTMENT TRUST PLC**

Offer for subscription sponsored by Cazenove & Co. of up to 100,000,000 Ordinary Shares (with Warrants attached) at 100p per share, payable in full on application.

**APPLICATION FORM**

**IMPORTANT: BEFORE COMPLETING THIS FORM, YOU SHOULD READ THE ACCOMPANYING NOTES**

ALL APPLICANTS MUST COMPLETE BOXES 1 TO 5

I/We offer to subscribe for  Ordinary Shares (with Warrants attached) **1**

in Thornton Asian Emerging Markets Investment Trust plc on and subject to the Terms and Conditions of Application set out in the listing particulars dated 14th July, 1989 and subject to the Memorandum and Articles of Association of the Company

and I/we attach a cheque or banker's draft for the amount payable of £  **2**

PLEASE USE BLOCK CAPITALS

MR., MRS., MISS OR TITLE	FORENAME(S) (IN FULL)	see note 3	<b>3</b>
SURNAME			
ADDRESS (IN FULL)			
POSTCODE			
DATED	SIGNATURE	see note 4	<b>4</b>
1989	<input type="text"/>		

PIN YOUR CHEQUE OR BANKER'S DRAFT HERE FOR THE EXACT AMOUNT SHOWN IN BOX 2 MADE PAYABLE TO "THE ROYAL BANK OF SCOTLAND PLC" AND CROSSED "NOT NEGOTIABLE" **5**

- (ii) The right is reserved to present all cheques and banker's drafts for payment on receipt by The Royal Bank of Scotland plc and to retain renounceable letters of allotment and surplus application moneys pending clearance of successful applicants' cheques. The right is also reserved to reject in whole or in part, or to scale down or limit, any application. If any application is not accepted in whole, or is accepted in part only, or if any contract created by acceptance does not become unconditional, the application moneys or, as the case may be, the balance thereof will be returned without interest by returning the applicant's cheque or banker's draft or by crossed cheque in favour of the first-named applicant, through the post at the risk of the person(s) entitled thereto. In the meantime, application moneys will be retained by The Royal Bank of Scotland plc in a separate account.
- (iii) By completing and delivering an Application Form, you:
  - (a) offer to subscribe the number of Ordinary Shares (with Warrants attached) specified in your Application Form (or such lesser number for which your application is accepted) at the Offer Price and on the terms of, and subject to the conditions set out in, this document, including these terms and conditions and subject to the Memorandum and Articles of Association of the Company;
  - (b) agree that, in consideration of the Company agreeing that it will not prior to 28th July, 1989 offer for subscription any Ordinary Shares (with Warrants attached) to any person other than by means of the procedures referred to in this document, your application may not be revoked until after 18th August, 1989 and that this paragraph shall constitute a collateral contract between you and the Company which will become binding upon despatch by post to or, in the case of delivery by hand, on receipt by, The Royal Bank of Scotland plc, of your Application Form;
  - (c) warrant that the remittance accompanying your Application Form will be honoured on first presentation;
  - (d) agree that, in respect of those Ordinary Shares (with Warrants attached) for which your application has been received and is not rejected, acceptance of your application shall be constituted, at the election of the Company, either (i) by notification to The Stock Exchange of the basis of allocation (in which case acceptance shall be on that basis) or (ii) by notification of acceptance thereof to The Royal Bank of Scotland plc; agree that any renounceable letter of allotment and any moneys returnable to you may be retained by The Royal Bank of Scotland plc pending clearance of your remittance and that such moneys will not bear interest;
  - (e) authorise The Royal Bank of Scotland plc to send a fully paid renounceable letter of allotment in respect of the number of Ordinary Shares (with Warrants attached) for which your application is accepted and/or the cheque for any moneys returnable, by post to the address of the person (or the first-named person) named as an applicant in the Application Form;
  - (f) warrant that, if you sign the Application Form on behalf of somebody else or on behalf of a corporation, you have due authority to do so on behalf of that other person and undertake to enclose your power of attorney or a copy thereof certified by a solicitor, where this is required by the "Notes on how to complete the Application Form";
  - (g) agree that all applications, acceptances of applications and contracts resulting therefrom under the Offer shall be governed by and construed in accordance with English law and that you submit to the jurisdiction of the English courts;
  - (h) confirm that in making such application you are not relying on any information or representation in relation to the Company other than those contained in this document and accordingly you agree that no person responsible solely or jointly for this document or any part thereof shall have any liability for any such other information or representation;
  - (i) authorise The Royal Bank of Scotland plc or Cazenove & Co. or any person authorised by The Royal Bank of Scotland plc or Cazenove & Co., as your agent, to do all things necessary to effect registration of any Ordinary Shares and Warrants subscribed by you into your name(s) or into the name(s) of any person(s) in whose favour the entitlement to any such Ordinary Shares (with Warrants attached) has been renounced and authorise any representative of The Royal Bank of Scotland plc or of Cazenove & Co. to execute any renounceable or other document required therefor; agree that, having had the opportunity to read this document, you shall be deemed to have had notice of all information and representations concerning the Company contained therein;
  - (j) confirm that you have reviewed the restrictions contained in paragraph (v) below and warrant as provided therein;
  - (k) agree that, without prejudice to any other rights to which you may be entitled, you will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application;
  - (l) all documents and cheques sent by post, or on behalf of the Company or Cazenove & Co., will be sent at the risk of the person(s) entitled thereto under the Offer; and
  - (m) confirm that you have read and complied with paragraph (iv) below.

- (iv) No person receiving a copy of this document or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the UK wishing to make an application hereunder to satisfy himself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.
- (v) The Ordinary Shares and Warrants have not been and will not be registered under the United States Securities Act of 1933 (as amended). The Ordinary Shares and Warrants may not be offered, sold, renounced, transferred or delivered, directly or indirectly, in the United States or to any U.S. Person. Persons subscribing for Ordinary Shares (with Warrants attached) (including renouncees submitting renounceable letters of allotment for registration) shall be deemed, and (unless the Company is satisfied that Ordinary Shares can be allotted without breach of United States securities laws) persons subscribing for Ordinary Shares in connection with the exercise of Warrants shall be required, to represent and warrant to the Company that they are not U.S. Persons and that they are not subscribing for such Ordinary Shares or Warrants for the account of any U.S. Person and will not offer, sell, renounce, transfer or deliver, directly or indirectly, such Ordinary Shares or Warrants in the United States or to any U.S. Person. As used herein, "United States" means the United States of America (including each of the States and the District of Columbia), its territories or possessions or other areas subject to its jurisdiction and "U.S. Person" means any person who is a citizen or resident of the United States, a corporation, partnership or other entity created or organised in or under the laws of the United States or an estate or trust which is subject to United States federal income taxation regardless of the source of its income.
- (vi) The basis of allocation will be determined by Cazenove & Co. The right is reserved notwithstanding the basis so determined to reject in whole or in part and/or scale down any application. The right is reserved to treat as valid any application not in all respects completed in accordance with the instructions accompanying the Application Form.

**Availability of Listing Particulars**  
Copies of this document and the Application Form are available for collection from The Company Announcements Office, The Stock Exchange, 46 Finsbury Square, London EC2 3JF for two business days following the date of publication of this document and until the Offer closes from the registered office of the Company and from:

Cazenove & Co.,  
12 Tokenhouse Yard,  
London EC2R 7AN

Thornton Investment Management Limited,  
33 Cavendish Square,  
London W1M 7HF

The Royal Bank of Scotland plc,  
Registrar's Department,  
29 Gresham Street,  
London EC2V 7HN

**BOXES 6 AND 7 MUST BE COMPLETED ONLY BY THE JOINT APPLICANT(S)**  
(see notes 6 and 7)

PLEASE USE BLOCK CAPITALS

MR., MRS., MISS OR TITLE	MR., MRS., MISS OR TITLE	MR., MRS., MISS OR TITLE	<b>6</b>
FORENAME(S) (IN FULL)	FORENAME(S) (IN FULL)	FORENAME(S) (IN FULL)	
SURNAME	SURNAME	SURNAME	
ADDRESS (IN FULL)	ADDRESS (IN FULL)	ADDRESS (IN FULL)	
POSTCODE	POSTCODE	POSTCODE	
SIGNATURE	SIGNATURE	SIGNATURE	<b>7</b>

Intermediaries claiming commission should stamp the box below.

STAMP OF INTERMEDIARY	For Official Use Only
	i. ALLOTMENT NUMBER
	ii. ORDINARY SHARES (with Warrants attached) ALLOTTED
SRO OR RPB AND MEMBERSHIP NUMBER	iii. AMOUNT RECEIVED
	£
VAT No.	iv. AMOUNT PAYABLE
	£
SHARES ALLOCATED	v. AMOUNT RETURNED
	£
COMMISSION CALCULATED	vi. CHEQUE NUMBER

Handwritten signature: *John A. Liddell*









MANAGEMENT

Whenever a baby grand piano tumbles between buildings at the Yamaha Corporation's factory in Hamamatsu on the Pacific coast of Japan, it is heralded by the electronic notes of a Beethoven symphony to warn the workforce of its arrival in a new area.

Yamaha Corporation of Japan

Playing an international tune

Alice Rawsthorn on the musical instruments group's need to manufacture overseas

The Yamaha factory combines the sort of traditional skills that have been used in piano production for decades with the most modern robotics. The combination of old skills and new technology has turned it into what it claims is the most efficient grand piano plant in the world.

Today, Yamaha's engineers are considering the feasibility of replicating the Hamamatsu plant at a group factory at Michigan in the US. The logistics of installing the same machinery across the Atlantic are the problems involved in training new employees and instilling the discipline of the Japanese plant will be formidable.

Yamaha, like so many other Japanese corporations, is setting up localised production plants to tackle the problems of an uncompetitive currency, fierce price pressure from the emerging industries of Taiwan and South Korea and the maturity of the international marketplace.

The story of Yamaha Corporation begins in the Hamamatsu of the 1890s when the school organ broke down and Torakazu Yamaha, a local engineer, was asked to mend it. He was so intrigued that he set about building one from scratch. The Yamaha Corporation is now one of the largest manufacturing groups in Japan and the world's biggest musical instrument maker.

Yamaha now dominates the world markets for pianos, wind instruments, percussion and electronic instruments. Yet the musical instruments market is now mature and Yamaha faces fierce competition in pianos and wind instruments from the emerging industries of South Korea and Taiwan.

Yamaha has staged a series of acquisitions in the West. It has won control of the Kemble piano company in the UK and acquired an interest in Schimner of West Germany. Yamaha has bought Design, the US percussion company, and the Premier drum business in the UK. It is also expanding its wind instruments factory at Michigan in the US.

The group is involved in other areas - such as hotels and furniture in Japan and its international audio products interests - but these activities are too small to compensate for the maturity of its main market. Musical instruments provided 70 per cent of its ¥8.4bn (£37.3m) net income and 60 per cent of its ¥467bn (£2.1bn) turnover in the year to March 31 1989.

Similarly Yamaha Motor, the motorcycle and engineering group in which it has a 35 per cent share, has performed poorly for several years. It is against this background of erratic profits and sluggish sales that Yamaha Corporation has begun its thrust into overseas production.

The group has only partly been able to compensate by strengthening its fast growing digital instruments activities, which include portable keyboards and synthesizers. The logical solution would be to transfer production from Japan to lower cost centres in south east Asia. It already does so in guitars. Similarly it is involved in piano production of cheaper models - in Taiwan and Indonesia. The group is now constructing a single keyboard plant in China, scheduled to open in spring next year. In the longer term it may consider making drums in a low cost country.

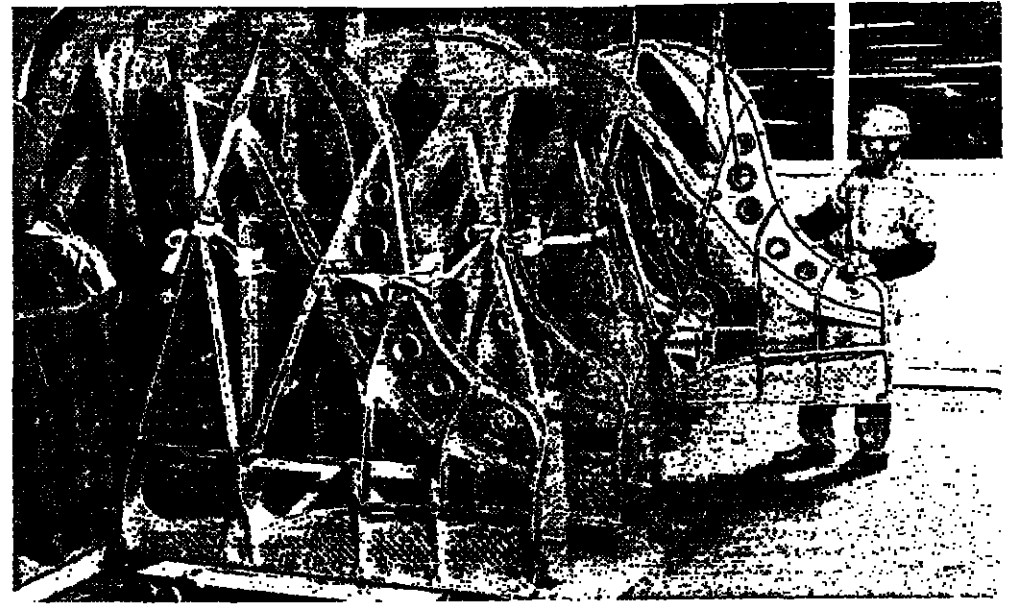
But the level of skill and quality control involved in making the most of Yamaha's instruments is so high that it does not consider production in south east Asia to be workable. Yoshihiro Kajii, director of the band and orchestral instrument division, says it has taken three years to achieve satisfactory quality in Taiwan even for the relatively simple electric guitar.

Instead Yamaha has opted to stave off low cost competitors by concentrating on value-added product areas where they are not yet competitive. In Japan this strategy has involved channelling resources into the development of more sophisticated products. In piano, for example, while the growth in unit sales has slowed there is a trend for people to treat pianos as more expensive products.

Yamaha is investing heavily in the development of new products like the Disklavier, which combines acoustic and digital technology to record and play back the music played on the piano.

The group is pursuing the same strategy of concentration on value-added products overseas. But it is also investing in localised production in Europe and Japan to improve its standard of service, as well as to overcome the economic problems of a strong currency and high distribution costs.

Two years ago Yamaha laid the foundations for a more extensive international work by creating the Yamaha Corporation of Europe and the Yamaha Corporation of America to act as sales and marketing centres for those regions.



In Japan, its piano plants are supplied from its own iron foundries

These new divisions are staffed both by indigenous executives and by Japanese managers who take responsibility for regional marketing initiatives. Strategic decisions about the location of production and product launches are still made in Japan, however.

At the Kemble plant, which Yamaha has already begun to re-equip and adapt to its own production specifications, Japanese managers now work alongside the original Kemble management. Teams of engineers have been dispatched from Japan, while Kemble employees have visited its Japanese factories.

Yamaha is convinced that localised production is essential for the future, but it does not see it as a panacea. One

disadvantage is that it will be unable to replicate the vertical structure it has established in Japan where it supplies its piano plants from its own lumber-yards and iron foundries. Such a structure provides economies of scale in sourcing raw materials because Yamaha can select the most suitable parts of the same piece of wood for different products.

Similarly it will lose flexibility in that it will be less able to divert products from market to market to suit fluctuations in demand. At present if demand for a certain type of drum is unexpectedly high in the US, then supplies can be diverted directly from Japan from less buoyant markets in Europe.

But the chief obstacle to localised production in Europe

and North America is the same as in south east Asia: securing Japanese standards. Yoshihiro Kajii estimates the present productivity level of Premier at 60 per cent of a comparable plant in Japan. Even after refitting, he does not expect this to rise to more than 90 per cent. The wind instruments factory at Michigan, for example, was built as a replica of Yamaha's Japanese factories yet it has never achieved more than 90 per cent of their productivity.

The reason for the shortfall, says Kajii, is the quality of the workforce. "Everything at Michigan is the same as in Japan," he says. "But we cannot make the Americans as efficient as our Japanese workers."

Links forged by companies with schools and universities are beginning to be treated as an issue deserving serious management analysis, one of the clearest signs yet that the long is forging its way up the business agenda.

How IBM is adding value to its educational activities

David Thomas on the results of a year-long study by the computer group's UK subsidiary

Not so long ago, senior managers tended to dust down their educational activities for a photo in the annual report and then forget them for another year. Awareness of the difficulties facing employers in recruiting young people in the next few years, coupled with a push from government for more contact across the business-education divide, is beginning to change that.

Some large companies are now spending considerable sums of money and devoting significant management time to their educational activities. But this raises the problem of assessment. Should an enterprise try to import standard management disciplines from its

more mainstream work into this at least partly philanthropic sideline? The British subsidiary of IBM, the world's largest computer company, has just completed a year-long review which was designed to find a coherent management framework for its educational activities.

"We invested a lot in the schools sector and in higher education, but it was difficult to measure the value of this investment," explains Gerry Wade, who is in overall charge of IBM's educational activities.

Step one was to identify IBM's current interests in education. A matrix was constructed identifying four main educational activities: schools, education and training for

16-19 year-olds, higher education and adult education. These four activities were then plotted against five key IBM operational interests: development of its market; influencing the public policy debate; recruitment and training; investment in the community; and research.

From this matrix, the company was able to identify which function should be responsible for particular types of educational work. In the past, for example, a link with a school was treated as a community investment, when really it was part of IBM's marketing strategy.

This helped it lay down a clear policy for its educational activities. For instance, many of its commu-

nity investment decisions were purely reactive. "There were an awful lot of ad hoc responses to requests. We needed to look much more carefully at why we were doing things," explains Alastair Bruce, who is in charge of links with schools.

The company decided to concentrate on educational activities to which it could "add value," to use the jargon beloved by IBM insiders. This meant that the straight donation of computers to schools is increasingly frowned upon, whereas using IBM's expertise to offer management training to educational activities within the framework laid down by the company nationally.

The final piece of the jigsaw was to appoint executives for each type of educational link. Previously up to 40 senior managers held some responsibility for this field. Now it is down to a handful.

Issue ownership, to slip into the jargon again, is maintained at corporate level by a new IBM education and training committee. Its views will be transmitted to an education co-ordinator at each of the company's major sites, whether office block, factory or laboratory.

The job of the co-ordinators is to encourage employees on their sites to take an interest in educational activities within the framework laid down by the company nationally.

Their task is helped by IBM's policy of allowing staff up to 10 per cent of their time off for approved community activities, such as being a school governor.

To give the process bite, part of the co-ordinators' merit pay rises depends on how well they develop educational links with their local communities.

It would be easy to criticise IBM's structure as overly bureaucratic. On the face of it, the bureaucracy has taken a large sledge hammer to what is still a comparatively small unit. For although its community investment budget in education is building up, it is still only just over

£2m a year. When IBM executives are quizzed on their new approach, however, it soon becomes apparent that the model is not as rigid as it sounds on paper. For a start, Gerry Wade and his team are rather more forthcoming about the sort of activities they would like to encourage, than those they would like to discourage. They want to avoid the impression that a rigid line is handed out from the centre. Each site is free to mould its priorities to local circumstances. The company does not try to direct the way its employees spend their community service.

Moreover, IBM recognises the difficulties in measuring the value to the company of, say, an office twinning with a local school. The type of educational activity the company chooses to concentrate on is bound to remain, in the end, partly a matter of intuition.

1988 Final Dividend. Directors of Telefonica de meeting held on June 30th, 1989, have resolved to pay a final dividend for the fiscal year 1988 of 29,260 pesetas per share. Net amount: 21,945 pesetas per share. Total gross amount: 862,045,388 pesetas. Total net amount: 622,045,388 pesetas.

Credit Foncier de France. ECU 200,000,000 Floating Rate Notes due 1990. Rate Notes due 1990. For the period from July 18, 1989 to October 18, 1989 the notes will carry an interest rate of 8.177% per annum with an interest amount of ECU 204,472 per ECU 100,000 note.

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COMPANY NOTICES. NOTICE TO HOLDERS OF EUROPEAN DEPOSITARY RECEIPT (EDRW) IN JAFICO JAPAN ASSOCIATED FINANCE CO., LTD. EDRW Holders are informed that JAFICO has been paid a dividend to holders of record 30th March, 1989, of Yen 5.00 per Yen 50 Share of Common Stock.

WARDLEY GLOBAL SELECTION Société d'investissement à Capital Variable. 7, rue du Marché-aux-Herbiers L-1728 Luxembourg. Notice is hereby given to the shareholders of the ANNUAL GENERAL MEETING of WARDLEY GLOBAL SELECTION to be held at the company's registered office, 7, rue du Marché-aux-Herbiers, L-1728 Luxembourg, on Friday, 4th August 1989 at 11.00 a.m. for the purpose of considering and voting upon the following agenda:

CONTRACTS & TENDERS. AVIS D'APPEL D'OFFRE INTERNATIONALE POUR L'ACQUISITION A CONCURRENCE DE 60% DU DROIT DE COPROPRIETE SUR LE FONDS DE COMMERCE, EQUIPEMENTS, IMMEUBLES ET D'AUTRES BIENS DE L'ENTREPRISE PUBLIQUE D'EXPLOITATION ET EXPORTATION DU BOIS, DENOMMEE "FORESCOM" EN REPUBLIQUE DU ZAIRE. Le Conseil Exécutif de la République du Zaïre, représenté respectivement par le Commissaire d'Etat au Portefeuille et le Commissaire d'Etat aux Affaires Forestières, Environnement et Conservation de la Nature, lance un appel d'offres à la concurrence internationale portant sur l'acquisition à concurrence de 60% du droit de copropriété sur le fonds de commerce équipements, immeubles et autres biens de l'entreprise publique d'exploitation et exportation du bois, dénommée "FORESCOM" en République du Zaïre.

Morgan Grenfell Investments N.V. (Incorporated in The Netherlands with limited liability) Floating Rate Notes Due 1994. Payment of principal and interest unconditionally guaranteed by Morgan Grenfell Group PLC (Incorporated in England with limited liability). In accordance with the provisions of the Notes, notice is hereby given that for the Interest Period from 17th July, 1989 to 17th January, 1990 the Rate of Interest will be 8 1/4% per annum. The Interest payable on the relevant Interest Payment Date, 17th January, 1990, will be US\$25.21 for each US\$5,000 principal amount of the Note.

Wells Fargo & Company U.S. \$100,000,000 Floating Rate Subordinated Notes due July 1997. In accordance with the provisions of the Notes, notice is hereby given that for the Interest Period from 17th July, 1989 to 17th October, 1989 the Notes will carry an Interest Rate of 9 1/4% per annum. Interest payable on the relevant Interest Payment Date, 17th October, 1989 will amount to US\$23.19 per US\$10,000 Note and US\$1,165.97 per US\$50,000 Note.

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ART GALLERIES. ROY MILES GALLERY 29 Bruton Street, W1 RUSSIAN PAINTINGS. Mon to Fri 10.00am-6.00pm Sat 10.00am-1.00pm Telephone 01-495 4747. The Ladbroke Gallery, 30 Bruton Street, London W.1. 01-495-2147. A Exhibition of Impressionist Works on Paper, 28th June - 28th July, Mon-Fri 10am-5pm.

RENTALS. KENWOODS RENTAL. QUALITY FURNISHED FLATS AND HOUSES. 23 Sardinia St., London W2 1JA. Tel: 01-402 2271. Fax: 01-262 3750.

APPOINTMENTS ADVERTISING. Appears every Wednesday and Thursday for further information call Deirdre McCarthy on 01 873 4177 or Paul Maraviglia on 01 873 4676 or Elizabeth Rowan on 01 873 3456 or Patrick Williams on 01 873 3694 or Candida Raymond on 01 873 3551



APPOINTMENTS

GRANVILLE SPONSORED SECURITIES						
IS007%	Company	Price	Change on week	Gross div '89	Yield %	P/E
8076	As. Sert. Ind. Ord.	340nd	0	10.3	3.0	9.2
825	Armitage and Rhodes	33	+1	2.1	6.2	8.0
2732	BBB Design Group (USM)	195nd	0	2.7	1.4	33.0
13269	Barclay Group (SE)	123rd	-4	6.7	5.4	-
2146	Barclay Group Cr. Pref. (SE)	97	-1	5.9	6.1	8.6
5867	Bay Technology	105	0	11.0	10.5	-
	Brenhill Cont. Pref.	104	0	11.0	10.6	-
	Brenhill 5 1/2 New C.R.P.	267nd	-1	14.7	5.2	3.5
1091	CCL Group 11% Cont. Pref.	168	0	14.7	8.8	-
2100	CCL Group 11% Cont. Pref.	210	+3	7.5	3.6	12.4
16740	Carbo Pic (SE)	110	0	10.3	9.4	-
770	Carbo 7 1/2% Pref (SE)	845nd	-10	12.0	1.4	18.7
15592	Geis Group	129	-1	8.0	6.2	7.4
10275	Isit Group	122nd	-4	3.4	2.9	14.3
26409	Jacobson Group (SE)	265	-15	-	-	-
22223	Milwaukee N.V. (AmS)	140	0	10.0	7.1	5.1
1428	Robert Jenkins	290nd	0	18.7	4.0	12.3
20925	Sorotons	116	0	9.2	5.2	10.1
8943	Tony & Carlisle	116	-2	10.7	9.2	-
	Trelian Holdings (USM)	104	-2	2.7	2.6	11.2
	Unilever Europe Cont. Pref.	125nd	+2	9.3	7.4	-
6435	Veterinary Drug Co. Ltd.	390	0	22.0	5.8	9.3
7504	W. S. Yeates	335	0	16.2	4.8	27.7

Securities designated (SE) and (USM) are dealt in subject to the rules and regulations of the Stock Exchange. Other securities listed above are dealt in subject to the rules of TSA.

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Sep. 1914/1923 +23 Sep. 2304/2314 +17 Sep. 2554/2566 +2

Prices taken at 5pm and change is from previous close at 9pm

British Gas exploration posts

BRITISH GAS has appointed Mr Jack Lee Gregory as HQ director and general manager (designate), London, in the exploration and production division. He was with Tenneco, and following its acquisition became vice president and general manager of BG Services (US) Inc, Houston, where he is succeeded by Dr Arthur O. Beall Jr who was exploration manager at Tenneco. Mr Adrian Webb has been appointed personnel controller of the division, Dr Ken Bray becomes controller, corporate services, Mr Brian Murphy financial controller, and Dr Paul Collins manager, planning and development.

ICL, information systems subsidiary of STC, has appointed Mr Warwick Morgan as director of ICL RETAIL SYSTEMS (UK). He was previously in Denmark where he was managing the integration of Regnecentralen, STC's Danish subsidiary acquired in September 1988.

Mr T.D. Dingwall has been appointed managing director of ALCAN CHEMICALS, British Alcan Aluminium's chemicals division, from August 1, when Mr J.C. Armstrong retires. Mr Dingwall joined British Aluminium in 1985. After the

merger with Alcan in 1983 he became managing director of BA Chemicals, part of the chemicals division. Mr Armstrong has been appointed a non-executive director of JONES AND SHIPMAN.

KEMPER INVESTMENT MANAGEMENT CO has appointed Mr Terence Fridesaux as an associate director responsible for the management of fixed interest portfolios. He was head of the bond research group at Daiwa Europe. Kemper is UK subsidiary of Kemper Financial Services, Chicago.

BRITISH BIO-TECHNOLOGY GROUP has appointed Mr Brian Dovey as a non-executive director. Mr Dovey recently joined Domain Associates, a shareholder of British Bio-Technology, as a general partner.

Mr Paul Byrne, managing director of Novacold, is to become an executive director of TDG SOUTHERN.

Mr Graham Samuel has been appointed managing director of FRAME CLOTHING. He was previously with Marks and Spencer.

GARTMORE INVESTMENT has appointed Mr Philip Butt as managing director of Gartmore Investment Trust Management from August 1. He was a director of BZW Research.

Promotions at Courage

COURAGE has made the following promotions. Mr Dick Hayes, director - sales, to executive director - property and retail; Mr David Clayton Smith, director - regional sales (east), to executive director - sales and marketing; Mr Mick Holmes, director - marketing, to executive director - European operations; Mr Peter Ward, director - production (Tadcaster brewery), to executive director - brewing; Mr Brian Scholey, director - distribution operations, to executive director - distribution; and Mr Mike Reynolds, director - public affairs, to executive director - public affairs.

Mr P.M. Spuott has been made a director of C.T. BOWRING REINSURANCE.

Mr V.L. Sankey is appointed a director of RECKITT & COLMAN on September 1. At the end of 1988 he was made president of Durkee-French in the US. Mr O.T. Farnester will be returning to Australia during November at which time he will resign from the board of Reckitt & Colman.

CLYDESDALE GROUP, electrical retailers, has appointed Mr Neil Dunn as a non-executive director. He was a director of Ivory and Sims.

Dr G.A. Ashworth has become managing director of STARTRITE MACHINE TOOL COMPANY, a member of the 600 Group. He was a director and a general manager at Chloride Legg.

Mr John Walters has been elected to the board of BROOKS SERVICE GROUP and made managing director of its subsidiary, Brooks Cleaning Services. He takes over as managing director of Brooks Cleaning Services from Mr Bill Black who has resigned from the board of Brooks Service Group. Mr Black is to leave the group later in the year to pursue other activities.



Mr Joseph Burnett-Stuart, chairman of Robert Fleming, and Mr Stuart Gordon Cameron, former chairman and chief executive of Callaber, have both become non-executive directors of the ROYAL MINT management board.

Mr David Meads is to become managing director of ARMOUR BARPAK. He will retain his position as financial director of the parent company, Nash Industries. Mr Alan Squires is promoted to sales director following Mr Chris Fossett's appointment as production director. Mr Alastair David has become financial director.

Mr Larry C. Anderson has been made managing director of SEAFARER INTERNATIONAL, a Standard Communications company. He previously held a similar position at Raytheon Marine Company's European headquarters in Denmark.

Mr Joseph Burnett-Stuart, chairman of Robert Fleming, and Mr Stuart Gordon Cameron, former chairman and chief executive of Callaber, have both become non-executive directors of the ROYAL MINT management board.

EDINBURGH FUND MANAGERS has appointed two board directors, Dr Paul Michael Whitley and Mr Alex Gowans. Mr Gowans is head of the company's UK department. Dr Whitley, chief executive of CIN Management, becomes a non-executive director.

Mr Ian Musgrave is to join NATIONAL POWER as treasurer in the autumn. He is currently group treasurer at Plessey.

Senior posts at Air UK



Two appointments have been made by AIR UK, Britain's third largest scheduled airline. Mr Robert Frost (above) becomes managing director on July 24, and Ms Hilary Halford is made sales director, a new post. Mr Frost succeeds as part of a management reorganisation in May, became group managing director for the three operating companies (Air UK, Air UK Leisure, and Air UK Engineering) that make up the Air UK Group. Mr Frost's career has been in car rental, first with Hertz, and then with Budget Rent a Car, where he was managing director of a subsidiary. Ms Halford was sales operations manager with British Midland Airways.

Ms Jane Gilbert, partner-in-charge of business services at COOPERS & LYBRAND's Birmingham office, has been appointed the firm's first national director of business services.

Mr Jim Hatcliffe has joined ADVENT as director of advanced materials investment. He joins from Courtauld's advanced materials division where he was a director.

ALLIED-LYONS has appointed Mr W.E. Mason as a non-executive director. He retired in January from the Ministry of Agriculture, Fisheries and Food, where he had been deputy secretary (fisheries and food) since 1982.

Mr Michael Cox and Mr Florian Walewski have been made directors of TRANSPORT DEVELOPMENT GROUP in addition to their current responsibilities within the group.

Mr Michael Shears Beilly has been appointed managing director of SONATEST. He was financial controller.

GRANADA TV & VIDEO has made the following promotions. Mr Gordon Stirling becomes purchasing director, Mr Mike Neal commercial director, Mr John Day operations support director, and Mr Mark Thomas marketing director.

CIM INTERNATIONAL, Fareham, has appointed Mr Jim Wilson as managing director of Van Ommeren Ceteco Group, and succeeds Mr Peter Wright who becomes deputy chairman and chief executive. Mr Ian Alley has been appointed finance director. He was managing director of Hudson's Bay & Annings.

Dr Rodney Leach has joined JASMIN as a non-executive director. He was founder, chief executive and managing director of VSEL.

Mr John Clark has been promoted to director of marketing at NATIONAL ADVANCED SYSTEMS EUROPE CORPORATION. He was director of peripherals marketing.

STORAGE TECHNOLOGY has appointed Mr Ian Hillier-Brook as UK managing director. He was director of European operations for Emulex.

From August 1 Mr Gerhard Schonbeck becomes managing director of SEANDIA U.K. INSURANCE. He is deputy managing director of Stockholm Re, and succeeds Mr Anthony Armstrong who becomes director of marketing for REO, as senior vice president.

Mr Michael Shears Beilly has been appointed managing director of SONATEST. He was financial controller.

There are some little things we just can't overlook.



On the whole, our passengers enjoy flying with us because we know our job inside out. And we have done everything to take account of their needs and wishes. Business people in particular appreciate arriving comfortably and relaxed at their destinations. Thoroughness is something which we Germans have in our blood.

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NOTICE TO HOLDERS OF  
**SUMITOMO CORPORATION (SUMITOMO SHOJI KAISHA, LTD.)**  
Warrants to subscribe for shares of Common Stock of Sumitomo Corporation issued in conjunction with  
the U.S. \$120,000,000 4% per cent. Notes Due 1991 (the "1991 Warrants")  
and the U.S. \$400,000,000 1 1/4 per cent. Notes Due 1992 (the "1992 Warrants")  
and the U.S. \$1,500,000,000 4 per cent. Notes Due 1993 (the "1993 Warrants")

Paras 1 to 4 of the Instruments dated February 6, 1986, June 15, 1987 and June 27, 1988 under which the above Warrants were issued and Condition 7 of the Terms and Conditions of the above Warrants, notice is hereby given as follows:

1. On May 24, 1988, the Board of Directors of the Company resolved to make a free share distribution of its Common Stock to shareholders of record as of September 20, 1988 (which falls on a non-business day and is effective as of the close of business on September 29, 1988, Japan time), at the ratio of one share for every ten shares held.

2. On June 27, 1988, the Company issued the following Bonds and Notes relating to equity less than the current market price per share:  
(1) Japanese Yen 50,000,000,000 1.4% Convertible Bonds due 1988  
(2) Japanese Yen 50,000,000,000 1.6% Convertible Bonds due 2004  
(3) U.S. \$1,500,000,000 4% Notes due 1993 with Warrants

3. Accordingly, the subscription prices of the Warrants were adjusted effective as of June 28, 1988. The subscription prices in effect prior to such adjustment are Yen 704.10 per share of Common Stock for the 1991 Warrants and Yen 1,283.90 per share of Common Stock for the 1992 Warrants, respectively, and the adjusted subscription prices are Yen 704.10 per share of Common Stock for the 1991 Warrants and Yen 1,283.90 per share of Common Stock for the 1992 Warrants, respectively.

4. The subscription prices of the Warrants will be also adjusted effective as of October 1, 1988. The subscription prices in effect prior to such free share distribution are Yen 704.10 per share of Common Stock for the 1991 Warrants, Yen 1,283.90 per share of Common Stock for the 1992 Warrants, respectively, and the adjusted subscription prices will be Yen 640.10 per share of Common Stock for the 1991 Warrants, Yen 1,095.10 per share of Common Stock for the 1992 Warrants, respectively, and Yen 1,183.00 per share of Common Stock for the 1993 Warrants, respectively.

**SUMITOMO CORPORATION**  
By: The Bank of Tokyo Trust Company or Fiscal Agent

Dated: July 17, 1988

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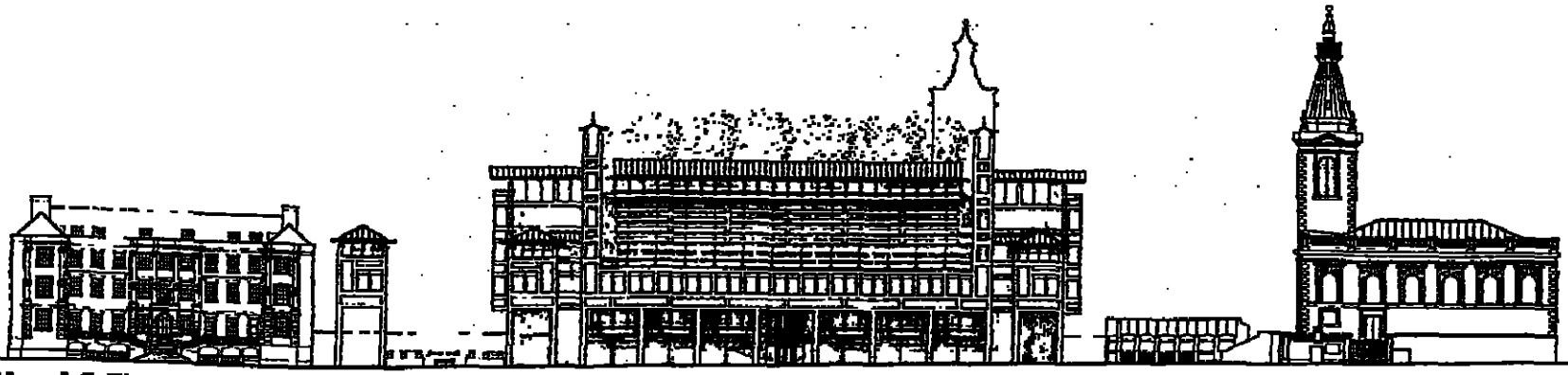
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ARTS



Edward Cullinan's design for the Queen Victoria Street elevation on the Petershill site

ARCHITECTURE

In search of civic dignity

Colin Amery on the new plans for St Pauls

It would be a strangely impervious character who did not respond to the reminders of the French Revolution and the endlessly repeated strains of the Marseillaise that rang out all over France last week. If nothing else, the celebrations reminded us how strong was the belief in a new world for the revolutionaries. Not content with the overthrow of "an executive that does not act," the leaders were so confident of their ability to make all things new that they changed the calendar - making 1792 Year One.

It is this sort of confidence in the new that many people would like to see restored in Britain, especially when it comes to architecture and design of the cities. It is forcibly brought to mind by the restoration of civic dignity and pride in the capital so evident in the "new" Paris. President Mitterand, with his series of *Grands Projets*, follows a tradition of urban grandeur that is, in some ways, alien to the British.

It is interesting to recall that when the leaders of the new American republic wanted a fine new plan for their capital Washington they turned to a Frenchman, L'Enfant. When in England, for a brief moment, the Edwardians rebuilt London on a modestly monumental scale with Admiralty Arch, improvements to The Mall and the gradual development of Kingsway and Aldwych, the nation was in the embrace of the Entente Cordiale.

While the French taste for urban splendour does not seem to be shared by the British, no one can avoid a terri-

ble sense of disappointment at the morale, condition and visual appearance of London after the French Revolution. As President Mitterand was planning the glorification of his capital, London was losing its civic government.

The French Government is anxious to promote culture building four major museums and an opera house. The British Government has handed over the care of museum buildings to their trustees with enormous bills for dilapidations and maintenance. Our Royal Opera House has had to become a property developer in order to expand and improve the theatre, our National Gallery, although succeeding brilliantly in raising private funding, is mightily burdened by the cost of maintaining and restoring its premises.

Even allowing for the obvious political differences between London and Paris, there is no doubt that architecture and the arts occupy a central place in the minds of British ministers. The sense in Paris of a building programme that is culturally driven is exhilarating; the sense in London of a massive building programme, mainly by desire for short term profit, is depressing.

Imagine what President Mitterand would have done, faced with the problem of rebuilding the entire precincts of St Paul's. First of all, he would not have seen it as a problem but as an opportunity. The cathedral is one of our greatest national monuments. Expediency after the Great Fire of London prevented the carrying out of Wren's formal but splendid plan for the City,

and enthrallment to inappropriate architectural fashions damaged the whole area in the rebuilding after the second world war when Lutyns's great plan for the formalisation of the approaches to the cathedral were rejected - almost as though they were too pagan.

Is the City still in danger of fading the issue of the rebuilding of the St Paul's Precincts? Why is no one, apart from the Prince of Wales, prepared to look at the area as a whole and evolve a solution that will be a civic ornament, an appropriate and humane commemoration of the Millennium of Christianity? The City planners seem unable to give a visionary lead.

Private developers, MEPC, which owns the site known as Petershill to the South of the cathedral between the church of St Nicholas Cole Abbey and the College of Arms, has presented the results of its competition for replacing the unsatisfactory and unattractive office blocks and open space laid out in the 1960s. MEPC followed an intelligent and relatively orthodox route of an invited competition from 11 architectural practices. Four finalists were selected and their schemes have been exhibited for a week in a West End Gallery. It is very much to be hoped that the schemes will be exhibited in the City, near the site, so that the public debate can be truly informed.

Michael Hopkins and Partners, Edward Cullinan Architects, Edward Jones Architects, and MacCormac

Jameson Prichard and Wright were the finalists, and the scheme designed by Edward Cullinan has been selected for further development. It is early days for comment, as development proper is unlikely to begin until 1993, but the assessors feel that Cullinan has produced the most humane offices, and a fascinating variety of external pedestrian spaces in the form of courtyards and a fountain walk down towards the river.

What the Petershill competition clearly demonstrates is the willingness of major landowners to go through the sometimes taxing business of rigorous architectural selection. Are they not also willing to look at their own properties within the context of the whole area around St Paul's? The assessors expressed their anxiety that Mr Cullinan's scheme had too many ideas in it and that it needs considerable refinement. Part of the charm of Mr Cullinan's architecture is that it is always evolving. He plays engagingly with the elements and materials, sometimes with great success and sometimes with a curious willfulness that spoils his buildings.

Whatever happens at Petershill is crucial for the success of the rebuilding of the area around the cathedral. The need for London to accept a willingness to plan coherently for whole areas looks much further off today than after the war. How curious it is that now that Britain has the architectural talent, there is little or no political will to see that it is used for the enhancement of the capital city.

OBITUARY

Herbert von Karajan

Few orchestral conductors have won such musical and administrative prominence as the Austrian Herbert von Karajan, who died on Sunday at his home near Salzburg aged 81.

Karajan was born in 1908 at Salzburg, a city fated to play a large part in his career. His father was a surgeon; the family were originally of Greek-Macedonian stock. The young Karajan studied at the Salzburg Mozarteum, then in Vienna. He made his debut in his native city in 1929 and conducted the Vienna Philharmonic there five years later. By that time he was first Kapellmeister at Ulm in Germany. His next post was at Aschach as Generalmusik-Direktor, the youngest in Germany. He joined the Nazi party. By the time the war broke out Karajan had conducted the Berlin Philharmonic, was appointed to the Berlin State Opera, and had won his first recording contract.

Karajan's political attitude during the Nazi years led to difficulties after the war. He was banned from conducting by the Russians but by 1948 he was back at the Salzburg Festival. He had made what was to prove fruitful contact with Walter Legge of EMI, founder of the Philharmonia Orchestra in whose early years Karajan played a dominant part, revisiting the festival music in London as Becham's LPO had done in the 30s. The combination of Karajan and Legge has equally stimulating effect on recording standards.

On the continent Karajan went from strength to strength. He began an association with La Scala Milan and a longer one with the Lucerne Festival, appeared at Bayreuth in the early years of the Wieland Wagner regime, succeeded Furtwängler in 1955 as principal conductor of the Berlin Philharmonic and remained there until his resignation last April. From 1957 to 1964 he was artistic director of the Vienna State Opera. Like some other eminent conductors before and after him he did not find the post entirely congenial, though he had a second spell in 1977. Links with Salzburg proved long-lasting in the summer. He founded time as well to tour widely with the two great orchestras, to make high-powered recordings (in later years exclusively for Deutsche Grammophon), to devise his own opera productions - simple in conception with broad effects often shrouded in darkness, to encourage scientific research, to sponsor competitions for young conductors, to gather honorary degrees - Oxford gave him one in 1978. In 1983 he was able to add the gold medal of the Royal Philharmonic Society of London. He piloted his own plane and liked fast cars and skiing.

The image emerged of a

supermusician, a product of the age of high tech, including perhaps more wonder than warmth. In London his visits filled the hall at high prices, yet he did not command the affection (as opposed to admiration) given to other leading conductors, some of them less brilliant. Karajan's taste was eclectic within limits, not reaching far back into the past (though he did more music of his own time than people remember) probing deep into the present. He was undoubtedly a great master of the orchestra. The sound of one or other of his preferred ensembles from Berlin (and some which he maintained at the very top of the European league, was at once a tonic and a corrective.

When it came to interpretation, certain doubts arose. There were times when big classical or romantic works appeared to slide too effortlessly past the listener's ear and a shortage of direct rhythmic appeal left a gap which tonal refinement and technical mastery could not quite fill. Karajan's handling of some of the richest recorded testaments of any conductor, made as was his wont under the best possible conditions with the best available executives. Already one detects a critical tendency to revalue more fully some of his best recordings. As with Furtwängler the tide may turn.

Ronald Crichton

Die Zauberflöte

DROTNINGHOLM COURT THEATRE

It really is not fair. The experience of seeing Eighteenth Century Opera in the historic theatre Drottningholm spoils one for performances almost anywhere else. Other houses, with Glyndebourne and its recent production of Mozart's *Figaro* on period instruments in the vanguard, may make the crossing to opera in the authentic style, but few will feel as cozy on the other side as Drottningholm.

Their Mozart this year was a revival of *Die Zauberflöte*, an ideal choice to show why this theatre is unique. After so many productions which labour effortfully over getting Mozart's fantastic Singspiel on to the stage, the Drottningholm is a wonder of simplicity. The original stage machinery flies the many changes of scene up and down in seconds (how one prays never to see a single set *Die Zauberflöte* again) and the atmosphere is one of naive enchantment.

Does the performance style here even need a producer? Presumably yes, as the singers are used to one, though it is worth remembering that Mozart would not have expected it. In Göran Järvelid's production the best moments are certainly those where he leaves well alone, not the twists that give the opera a modern producer's new look. A tendency to keep singers on stage after their exit was particularly annoying, as it set up bogus relationships between characters.

Nevertheless, this was by and large an evening true to the spirit of the composer, a verdict which applies no less to the music. Even by present standards, conductor Arnold Östman is a hard-line authenticist. His *Zauberflöte* allows few concessions to sentimentality and can be con-

traversal on matters of tempo (especially when he changes gear dramatically in the middle of a number) but it is always intellectually vital Mozart to set the mind racing again at the score's originality.

With so much to occupy the eye and ear, the singers tend to take second place. Drottningholm performs the opera in German, but with mostly Swedish artists. That said, it is perhaps invidious to pick out the only non-Swede, the Sarastro of the Hungarian László Polgár, for special mention, but the firmness and depth of his singing made him the outstanding per-

former of the evening. There was a boyish charm from Stefan Dahlberg, a shy, delicate petal of a Pamina from Ann Christine Biel and in Birgit Louise Frandsen, a Queen of Night who sets sparks flying in her headlong second aria.

One of Järvelid's examples of producer's licence is to make the time and place of the opera Sweden at its historic height, opening with a backdrop of the palace itself. Drottningholm as an operatic Temple of Wisdom? Now that is not such a bad idea.

Richard Fairman



Three Sisters

OLD VIC

For the uncomprehending spectator the absence of the dimension of language in a sign-spoken production throws an extra emphasis on to the characters' physical behaviour. At one point Irina, the youngest of the Prozorov girls, flings a jug of water over herself in an attempt to cool down physically and emotionally. This epitomises the approach of the Katona József Theatre's *Three Sisters*, running in tandem with *The Government Inspector* at the Old Vic until July 22. The Hungarian company gives us passionate Slavs, not the well-bred and tightly buttoned-up English middle class so beloved of our own Chekhov tradition.

Nor is the latest British trend to find the laughter of light comedy in the great works much in evidence. Tamas Ascher's production is fairly done, set in busy, firmly-ceilinged interiors (no designer is credited in the programme) that affirm the claustrophobia of provincial life more than reminding us of the country. And the last act's design is both ugly and confusing: either a semi-closed verandah or a courtyard, one side open to nocturnal darkness that grows blacker throughout the action, with a black cloth slung above

the scene. After the cautious realism of the preceding act, this leap into the even more cautiously symbolic comes as a jolt.

The stifled desperation that informs these stunted lives occasionally erupts into violence. Masha huris herself on her departing lover and puns on the schoolmaster, usually played as a wistful wimp, is here a bulky, self-importantly booming bore, not above using a threatening tone to his listless wife or subjecting her to a passionately aggressive kiss - to her disgust.

The production's gloomy mood would recall the old-fashioned "southern" playing of the Russian classics were it not for the underlying note of tagging urgency that bespeaks genuine hopelessness and sourd scepticism rather than emotional self-indulgence. Masha's boredom is chronic; there is not even that sudden note of interest most actresses give to her decision to stay to lunch after

all on meeting the newcomer Vashina. Their affair seems perfunctory though she is pale and drawn at his departure. The pessimistic conviction that nothing changes is illustrated by the bossy and vulgar Natasha, for once dressed in sufficiently bad taste at her first appearance to merit Olga's gentle reproach; but hideously dressed thereafter, whether in a negligee that makes her look like Carmen or sporting the garish stripes of provincial elegance.

This is a one-sided but valid interpretation of the play, pleasingly but incompletely. None of the sisters asks for sympathy in this unromantic production, and the only warmth comes from the Baron Tusenbach of Janos Ban, taking time off from his Khlestakov in the Gogol work, that bountifully sincere, faintly revealing tenderness and concern. In this raspingly unromantic world Solyony (Géza Balkay) is simply an unhappy and lonely misfit, not the failed Byronic or Pushkin-esque outsider he appears to be in some productions. At three and three quarter hours, with three intervals, it makes for a long evening of insufficiently varied gloom.

Martin Hoyle



Ann Christine Biel, Stefan Dahlberg, László Polgár

Carthaginians

HAMPSTEAD THEATRE

*Derry delenda est*. But there are signs of life. At first glance the new play by Frank McGuinness, with its cast of seven oddballs in a Derry graveyard, looks like Samuel Beckett with elephantiasis. Weedy, thin, set slopes towards a bleak grey horizon. On one side a precarious erection of odds and ends of rubbish totters crazily to the sky; on the other a mute young man rolls against one of the worn columns that testify to the garden's purpose.

McGuinness is best known for his award-winning *Observed* the *Sons of Ulster Marching Towards the Somme*. The new work marks a sad falling-off: formless, discursive, and so deeply felt as to be occasionally accused a play steeped in the memory of *Bloody Sunday* of being insubstantial may be callous, if not wrong-headed; but references to that tragic January day in 1972 seem to be dutiful homage, glancing obelisks, or cues for drama rather than an organic part of the plot. Like the characters the play is painfully contained.

Here is old Maela trying out a little girl's clothes on the ground and addressing the invisible presence of her daughter, dead from cancer at 13. Here is spiky, vulnerable Greta tending an injured blackbird. Here is Sarah, the most normal-seeming of the women, with a history of drug addiction. Paul, an ex-teacher, has bouts of madness and is building a pyramid of rubbish. Seps has not spoken since his betrayal of his comrades. Angry Bark, the gravedigger,

has had some sort of relationship with Sarah, and currently repels the advances of Dido. Dido is not the Queen of Carthage but a queen of Derry; bleached blond, eyes made up, she first appears in a salmon pink suit and blue boots with pink laces, pushing a pram with the supplies needed by the miracle watchers. For the women, Paul and Seps await a resurrection. The poetic mood one expects never materialises. Instead, the author shows an alarming slide towards cliché and banality.

Characters are inconsistent, changing for no apparent reason. The first act is desperately padded out with comic coarse theatricals. The second half Greta quizzed in pubs at some point in the past - but when? And when did Maela become unhinged? Really on *Bloody Sunday*, her daughter dying to coincide with the political casualties? What are these people's backgrounds? Sudden revelations are laboured, applied rather than growing from situation or character. This has the feeling of a hottom-drawer play hastily reworked after another success.

Sarah Pia Anderson coaxes fine performances from the company, especially from Stephanie Fayerman's Greta, prickly Greta and sordid Maela. Cusack's coaching old Maela. As yet the work scarcely coheres. In the circumstances the nudging parody of an O'Casey speech looks like breathtaking hubris.

Martin Hoyle

ARTS GUIDE

July 14-20

MUSIC

**London**  
Rost and Schaefer play grand piano classics including Gershwin, Chopin and Liszt. Barbican (Wed) (838 9891).  
Grand Piano Classics Rost and Schaefer playing Gershwin's rhapsody in Blue, Liszt, Adorno, Debussy, Chopin and Scott Joplin. Barbican Centre (Wed) (838 9891).  
Sir Isakiah Bartha birthday concert conducted by Sir Neville Marriner with Julie Vanazy (soprano). St Martin in the Fields (Mon) (838 9891).  
London Bach Orchestra directed by Nicholas Kraemer (Baroque), playing Bach, Vivaldi and Handel. Barbican (Thu) (838 9891).

**Paris**  
Romantic music performed on musical instruments of the time: Schubert, Mendelssohn, Schumann, Schmitt (Mon), Auditorium des Halles.  
Baroque music. Vocal and instrumental ensemble Il Palazzo conducted by Gerardo Rabago Palacios. Manuel de Suenra, a Mexican composer contemporary of J.S. Bach. Saint-Severin Church. Both concerts are part of the Paris Festival Festival (404890). In English (422889).  
Bastille Opera inaugural concert. Soviet Conservatory Festival Orchestra: Berlin, Frankfurt, Tübingen (Mon), Lesdiguières University School of Music Festival Orchestra: Bernstein, Lalo, E. Carter, Ravel (Tue), New World Symphony Orchestra: Berlin,

Bartok, Stravinsky (Wed). All times 8.30pm in the Grande Salle (40011616).  
**Summer festivals in France**  
Orangis de Senaux in the Paris region. July 22 - Sept 3 (6600777).  
La Clusade-Dieu in Auvergne, Aug 23-30 (71000116).  
Beanne in Burgundy, June 30 - July 22 (8222628).  
Montpellier, July 11 - Aug 2 (6523898).  
Saint-Jean-de-Luz, Aug 30 - Sept 16 (69260316).  
Provence, Côte d'Azur, July 1 - Aug 3 (8082424).  
Arignon, July 12 - Aug 3 (9086244).  
Aix-en-Provence, 10 - 30 July (4223781).  
Le Domaine d'Antennes, Aug 1 - 23rd (4250115).  
Menton, Aug 5 - 31 (8376700).

**Brescia**  
BRT Philharmonic Orchestra conducted by Fernando Turró with Jerrold Substantin (violin) and Jacqueline Herbelin (piano). An evening of American Composers (Thu). Mission de la Radio. The McGill Chamber Orchestra conducted by Alexander Broit with Ludovic de San (soprano), Luc Devos (piano) performing Broit, Mozart, Saint-Georges and 'Teleman' Paine Provincial du Brabant (Mon).

**Vienna**  
Slovak Philharmonic, conducted by Zdenek Kocler. Dvorak, Smetana, Arkanowich (Tue).  
Trio di Trieste, Ravel, Brahms, Paine Provincial (Wed).

**Munich**  
Brandis Quartet playing Mozart, Schubert and Wolf. (Thurs).  
**Ausich**  
Fifth East Friesland Summer Music. Soloists and Chamber Orchestral Concerts. Johanna Pickler and David Lauer, Violoncello; Iwan König, piano; Ringo Weh, accordion; Peter Van Dintjar, trumpet, until August 6.  
**Frankfurt**  
Erika, the Andrew Lloyd Webber musical in the original Broadway version, with Florence Leacy. Alte Oper.  
**Rome**  
Piazza del Campidoglio. 22 *Telemann contemporary versions of the tango* sung by Milva with Astor Piazzolla (Wed) and Peter Vronsky conducting Smetana and Dvorak (Thu) (641044).  
Villa Medicea. Renaissance Festival. Here Mikowski's Baroque orchestra Les Musiciens du Louvre playing Montu (Thu) (4744776 or 6544601/2).  
**Postage festival**  
Lathras: Palazzo Della Cultura. Camerata Academica des Mozartstums Salzburg playing Respighi, Vivaldi and Mozart conducted by Sander Veih (Latina 46251).  
**Spokane Two Worlds Festival**  
Main square festival concert with traditional open-air concert - Spokane Agraria conducts Mielber's

July 14-20

**New York**  
Mostly Mozart Festival. Chamber music concert featuring Jean-François Rimpal (piano) and John Spiere Kitter (harpichord and piano). Mozart, Beethoven, Telemann (Mon); Festival Orchestra conducted by Gerard Schwarz with Alicia de Larrocha (piano) and Roberto Alexander (soprano). Mozart, Beethoven, Mendelssohn (Tue, Wed); Concert Royal conducted by James Richter in a programme of French music of Mozart's time on original instruments (Thu). Avery Fisher Hall (974 2424).

**Chicago**  
Ravina Festival. Philip Glass Ensemble. Glass programme (Mon); New York Philharmonic conducted by Edo de Waart. Brahms, Beethoven, Bizet (Tue); Smetana, Brahms, Wagner (Wed); Chicago Symphony Orchestra conducted by Andrew Litton with Sylvia Rosenburg (violin) and Robert Levin (piano). Ravel, Schumann, Liszt (Thu). Highland Park (728 4624).

**Tokyo**  
Yuriko Kurotama, Jan Penning (piano duo), Martina, Brahms, Shostakovich. Suntory Hall (Mon) (285 2234).  
Traditional Japanese Music. Bryan Yamakoshi (soprano), Cassia Hall (alto) (283 4389).

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صباحنا من الامل

Developing a common European policy for air transport is one of the most challenging tasks yet to be accomplished on the way to the single market.

Tim Dickson reports on measures to liberalise the European airline industry against strong opposition

# The turbulent flight to deregulation

Aloof from the process of Community integration for 30 years after the Treaty of Rome was signed in 1957, scheduled air services within Europe are still controlled by a system of bilateral agreements between member states.

The first step is always the most difficult and change is not something that anybody does lightly," observes Mr Kees Veenstra, general manager of aeropolitical affairs in the Association of European Airlines (AEA). "The important thing was that it addressed the three central issues of the airline regulatory framework: market access, the system of capacity sharing between governments, and prices."

Under the 1987 rules governments are prevented from setting new fares based on real economic costs, while discount fares for off-peak periods and special categories of traveller must be approved automatically if they come within fixed bands (known as the discount and deep-discount zones).

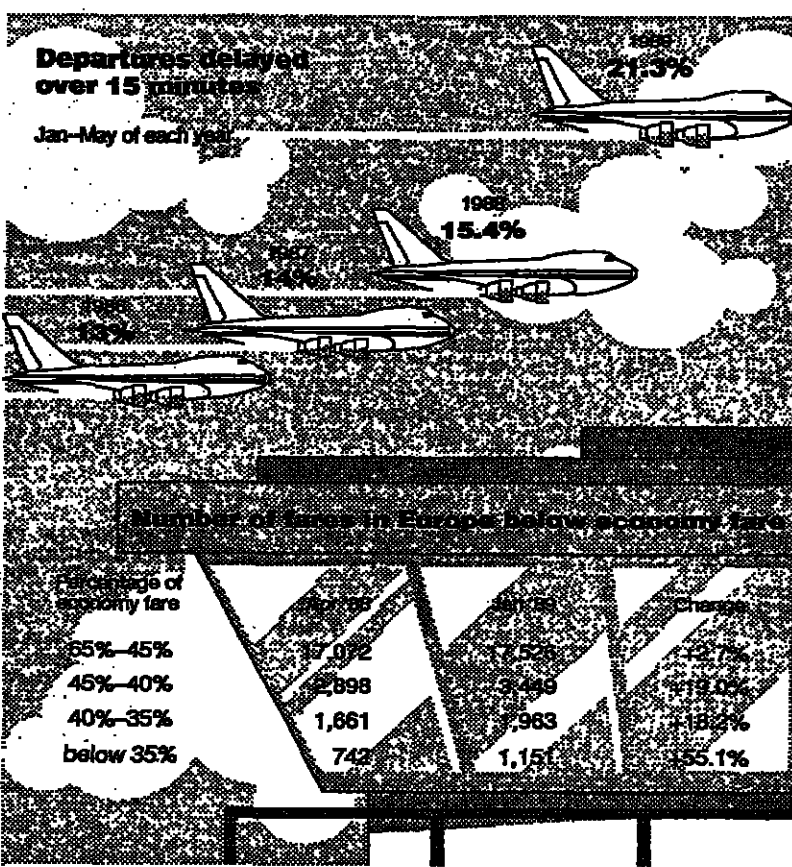
The more aggressive smaller airlines such as Air Europe of the UK, Ryanair of Ireland, and Transavia of Italy have taken advantage of these new freedoms. Established national carriers such as British Airways, Lufthansa and Scandinavian Airlines Systems (SAS) have been joining in too.

Figures supplied by the 186-member International Air Transport Association (IATA) in Geneva, meanwhile, suggest that there is a trend towards more promotional fares. On routes within Europe between April 1988 and January this year the number of available fares pitched at between 40 per cent and 45 per cent of the full economy price increased by 19 per cent to 8,448.

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out opportunities for the more dynamic carriers to expand and for new operators to penetrate the market. The first stage sought to change the nature of government control from a rigid, anti-competitive 50/50 sharing of traffic in services between their country and other member states.

Irish, Dutch and Spanish airlines are among those now said to be nudging up against even the more relaxed limits - a justification which the Commission will use for proposing a two step move to 25/75 by April 1 1992.

"fifth freedom" rights (picking up and setting down passengers at an intermediary point en route to another destination).

However, government obstacles remained in the way. Air Lingus, the Irish state carrier, is developing services to the Continent via Manchester in the UK; its efforts to fly on to Milan have been thwarted by the Italian Government.

The problem is exemplified by Union des Transports Aériens (UTA), the independent French airline. Its request for traffic rights to North American and European destinations was turned down last year by Mr Michel Delebarre, the French Transport Minister.

UTA filed a complaint in Brussels last December saying that the decision was discriminatory and flouted the EC's competition laws. It called on the Commission to intervene and followed up the request with a threat to sue the Community authorities if something was not done soon.

Whatever happens in the EC, consumers should not expect the cost of air travel to come into line with the US - at least for the foreseeable future. However much Brussels enviously eyes the single air transport market across the Atlantic - the 12 sovereign airspaces in the EC are the big constraint - the enthusiasm of the liberalisers is tempered by Europe's less capitalist tradition.

## Still soppy on union power

By Samuel Brittan

THE INSTINCTS of sopiness and sentimentality towards union power of sections of the British middle class have come to the surface again in the recent rail disputes.

Even political economists who have seen quite clearly the harm done by union monopoly have surrounded their analyses with soft soap. In our own day, radical economists with proposals to curb monopoly power in the labour market have gone to great lengths to show that they are not anti-union.

Recently, many gull-ridden middle-class citizens have taken care to blame the Government for the discomfort and miseries of their daily travel. I am afraid my own reaction has been to make me more enthusiastic about privatisation than I have ever been - precisely because the hidden agenda of privatisation is to reduce union power.

Some apologists speak as if the rail unions were simply taking advantage of market forces like any other economic agent. This would be true if British Rail were just being forced to pay more because of labour shortages - in which case there would be widely differing offers in different areas and for different grades.

There have been many learned disputes about whether the ultimate effect of union power is to raise unemployment, inflation or both together. But whatever the precise mixture, the effect is adverse. The more the rail settlement appears as an employer-surrender, the greater will be the cost in lost jobs and lost output of achieving any particular inflation objective.



as initial responses to the last Brussels assault. And there is growing awareness of a coherent air transport policy for Europe requires more than a fresh dose of liberalisation; that competition policy must play an imaginative role; and that ultimate success in securing a better deal for the consumer can only be achieved if infrastructure problems such as air traffic congestion and the increasingly inadequate size of existing airports are effectively tackled.

## LETTERS

### Electricity privatisation and the US experience

From Dr Ian Rutledge  
Sir, The "middle" over electricity privatisation which Max Williams describes (July 11) is a conundrum being observed with considerable interest and amusement by the US electricity industry which has been campaigning hard against proposals that the existing system of tightly regulated, vertically integrated, monopolistic utilities should be deregulated to allow greater competition and some separation between generation and distribution.

According to the latest annual report of American Electric Power Company of Columbus, Ohio, "separating power supply from transmission-distribution systems would lead to higher costs...". The argument is expanded in the statement of the company's chairman and chief executive officer, Mr W.S. White Jr. "Deregulation continues to be debated before regulatory and legislative bodies and to generate a great outpouring of economic theory regarding free market concepts. Unfortunately, few take the time to consider the technical aspects of their proposals or the practical lessons of electrical utility economics that were learned early this century and that are still valid. Electric utilities have the continued responsibility to provide all the electric energy needs of the customers in their service area. If they are to be turned into mere brokers of an electric power supply they do not manage directly, problems of supply and reliability are sure to follow very quickly."

Given that the Government generally excodes such unanimous and uncritical support for all matters American and privately owned, it seems curious that it has not paid closer attention to the views of this existing and long-standing private sector electricity industry. Ian Rutledge, Seris, 108 Carter Knowle Road, Sheffield

### EC steel industries create 'below cost' competition

From Mr Andrew Cook  
Sir, My industry is steel castings. In Britain, Thatcher rules apply: if you lose money you go bust and close down. In Europe, not so. My EC competitors are generally either lease-making, state-owned or quasi-state-owned concerns, loss-making subsidiaries of industrial groups or break-even private companies. Many of these keep going because it is politically impossible to close them. In the Basque country my competitor employs 1,200 men, exporting over £10m worth of products at or below cost throughout Europe and the UK. It has £20m negative net worth, but despite this staggering debt closure is out of the question. Instead taxes are waived, cheap government-backed loans are arranged, arrears of national insurance contributions cancelled, the whole debt-ridden outfit keeps going.

Similarly, in Italy a large nationalised employer in the south persistently sells steel castings throughout the EC and the UK below cost. The rule here is that at any price rather than no work. In northern France another large steel foundry employs 1,000 men and loses over £1m a year. Again, for political reasons, closure is out of the question.

Anti-dumping laws do not apply to EC members; they can go on selling at below cost without restrictions, so long as someone will pick up the bill. No wonder the UK Labour Party is suddenly so pro-EC: it plays the same game, if an industry becomes uncompetitive, prop it up. This is why no mainland European countries are worried about the EMS - they can enjoy its benefits and if their own industries suffer pain they will support them. To this must be added the intense loyalty of their domestic customers (try selling castings to Spain and Portugal against the domestic producer), which contrasts with the almost perverse disloyalty of many UK customers (they enjoy their buying trips to the sun). These, plus local advantages of particular countries (cheap labour in Portugal, cheap energy in France, low interest rates in Germany), coupled with almost complete absence of the profit motive throughout the EC, make EC/EMS membership a very one-sided bet for UK manufacturers. The only weapon we have is the exchange rate. If we are in the EMS this weapon is lost. Andrew Cook, Williams Cook plc, Parkway Avenue, Sheffield

### A little more cake

From Mr Jeff Fugler  
Sir, As one of many who utilise Mr Osman Streater's (Letters, July 11) not inconsiderable copywriting talents, I should like to reply to his condemnation of the phrase "You can have your cake and eat it, in an advertisement for Boycot Finance Group. Mr Streater may well want to eat his cake and have it. He may well also be the only person in the UK who is familiar with John Heywood's 1546 collection of English colloquial sayings. But for the rest of us mere mortals, we are quite content to have our cake and eat it. It is not the function of advertising to communicate with the living.

### Joint ventures with the Soviet Union

From Mr Sergei Semynov  
Sir, There has been much speculation in the western press, including the Financial Times, concerning the potential for joint ventures with Soviet enterprises. The Soviet Union's new policy on foreign trade offers greater opportunities for Soviet businessmen and co-operatives to move into foreign markets. But at the same time it has revealed a number of problems. Perhaps the most important is the urgent need for western firms and Soviet organisations alike to have access to sufficient information about each other. Soviet businesses located outside Moscow have the greatest difficulty in finding partners. The traditional foreign trade bodies have proved unable to help them. The solution seems to lie in regional associations for business co-operation, such as those already created in some regions. Good opportunities for expanding business contacts are offered by international fairs and exhibitions. At the 1989 Hannover fair, for instance, Soviet participants received offers for joint ventures, co-production, and information-sharing in science and technology. "Houses" of economics and industry in the Soviet Union and the Federal Republic of Germany will co-ordinate business operations. They will have all the necessary facilities - hotels, exhibition space, communications - for practical and reliable business activities. Yet another favourable factor for small and medium-sized firms is the legislative changes being made, governing the activities of joint ventures in the Soviet Union. For example, the restrictions on the size of a foreign partner's stake in a joint venture have been lifted; joint ventures may be headed by either a Soviet or a foreign national. Every day services provided for foreigners living in the Soviet Union may now be paid for in roubles earned by the joint venture concerned. Another factor conducive to joint venture arrangements is the treaty on the promotion and mutual protection of investments, signed by President Gorbachev during his visit to the federal republic. The Soviet Union will do its utmost to further joint ventures, but western firms should be prepared to persevere and encourage our new foreign trade policies. Sergei Semynov, Institute of World Economy and International Relations, USSR Academy of Sciences, 23 Profsoyuznaya, Moscow 117418, USSR.

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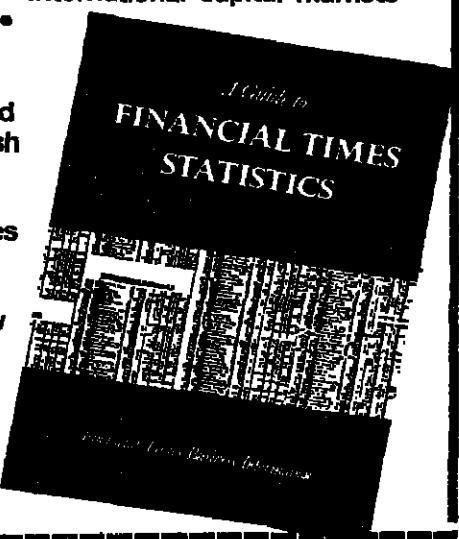
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## Janet Bush on Wall Street Revival of the fittest

TWO GHOSTS of Wall Street past returned to haunt last week. They may not constitute unimpeachable evidence that all is once again right with the world but they made for some nice nostalgia.

Ms Elaine Garzarelli, the analyst at Shearson Lehman Hutton canonised for recommending her clients get out of stocks just days before the stock market crashed, has not — along with fellow gurus — issued any heart-stopping predictions since. But gurus, who so often pumped up the bull market during the 1980s with their pronouncements, may be back.

Last week, Ms Garzarelli's name flashed across financial news wires with the news that her trusty stock market indicators pointed to a rally in the Dow to 2,900 before this year is out. A few more points were duly added to the index.

The second ghost to rattle its chains last week was Salomon Brothers — ghouls of ghouls during the securities trading extravaganza of the 1980s bull market.

Not much has been heard of Salomon Brothers since the crash, or at least not much which Mr John Gutfreund, the chairman, would have enjoyed hearing.

Salomon Brothers had a sudden fit of enthusiasm last week when it decided to pre-empt its own quarterly earnings announcement scheduled on July 25 to spread the good news that it expects to have earned record profits in the second quarter.

Salomon said that the improvement in its earnings cut across product lines and geographic regions but there is no doubt that rallies in stocks and bonds in recent months must have helped.

In June, average daily volume on the New York Stock Exchange rose to 180.3m shares, the third highest monthly average since the crash.

On the American Stock Exchange, June average daily volume was 13.5m, considerably higher than in recent months. In November, for example, average daily volume was 8.4m. On the Nasdaq over-the-counter market, which has seen considerable buying activity both takeover and value-related, average daily volume jumped to 140m in May, the highest monthly average since the crash.

Analysts have started upping their earnings forecasts for the brokerage community. Salomon's predictions of record earnings in the fourth quarter — outstripping the previous record in the first quarter of 1986 of \$625m pre-tax — suggests that analysts' predictions will be substantially exceeded.

Although Salomon contends that the improvement in earnings came from all sectors of its business, Wall Street still regards Salomon primarily as a bond trading house.

Mr Ferris Long, who tracks the securities industry for Long & Associates in New York, reckons that although Salomon has been trying to move into the lucrative merchant banking area, the company is still 80 per cent to 90 per cent about bond trading.

He reckons that the story of increased earnings at Salomon has much to do with the fact that the yield on one-year Treasury bills has dropped 160 basis points since the end of March.

Securities houses with an emphasis on securities trading are highly dependent on volume because spreads have become paper-thin.

Seven or eight years ago, according to Mr Long, the spread on a government bond transaction would have been 1/4 point each \$1,000. Now, the spread is nearer to 1/64 point.

In May and early June, individual investors appear to have become more active which should benefit firms with a substantial retail business such as Shearson Lehman Hutton, Merrill Lynch and Paine Webber.

The perennial question for the large houses with extensive retail operations and their huge overheads is whether higher trading and commission volumes can translate into the bottom line.

All this makes a change from reading about defections, firings and cost-cutting or alternatively about the lulling-like rush into fee-earning merchant banking business. With the bond market at yield levels not seen since April 1987, and several of the major stock market indices at or near all-time highs, the lost art of trading securities has undergone a modest revival.

Wall Street now has to brace itself for the summer doldrums when trading profits are notoriously difficult to come by.

## SOVIET GOVERNMENT WARNS OF 'UNCONTROLLABLE SITUATION' Siberian miners' strike spreads

By Quentin Peel in Moscow

MORE than 100,000 Soviet coal miners are now reported out on strike in the Kuznetsk coal field in Siberia, with indications that the unrest could spread to the neighbouring field of Achinsk-Kansk. The major industrial centres of Novosibirsk and Krasnoyarsk could also be affected.

The miners have refused to go back to work, despite big concessions to their demands for better pay and conditions, and a dire warning that their strike is leading to an "uncontrollable situation and unpredictable consequences."

The Government has announced that miners' wages would be stopped from Saturday and warned that major parts of Soviet industry are threatened with a shut-down because of the lack of coal.

President Mikhail Gorbachev is also facing renewed ethnic

unrest with violent clashes in the Soviet republic of Georgia leaving 11 dead and more than 120 injured. Troops were yesterday ordered into the Black Sea resort of Sukhumi to restore order after a day and a night of rioting between some 2,000 Georgians and Abkhazians, an ethnic minority living in the region.

In political terms, however, the strike may be more of a challenge to Mr Gorbachev: the strikers are mainly Russian industrial workers, traditionally the bedrock of support for the Soviet Communist Party.

Reports of the strike in all the major national newspapers make it clear that the miners have lost faith in their local party and trade union leadership and are setting up their own "workers' committees" to conduct negotiations with the Government.

The announcement that the miners will receive no pay from last Saturday suggests that the Government has decided to get tough, but hitherto both media comment and the reaction of Mr Mikhail Shchadov, the Coal Industry Minister, has been extremely conciliatory.

Sovietskaya Rossiya, the Communist Party newspaper for the Russian federation, said yesterday that the strike proved the workers backed perestroika.

Mr Shchadov, who has now spent five days in increasingly desperate negotiations with the miners' strike committees, told a mass meeting in Novokuznetsk on Saturday that the economic consequences for the major industries of the Urals were becoming increasingly severe.

"Magnitka (the giant steel

complex at Magnitogorsk) is on the verge of stopping working."

However, he was howled down when he claimed that workers from Osminki, one of the nine striking towns, had returned to work. Their strike committee said the report was a lie.

All the main newspapers carry a report that a spokesman for the Democratic Union, the underground party advocating a multi-party democracy, had been booted by the strikers meeting on the main square in Kemerovo.

Nonetheless, the miners are demanding political as well as economic concessions — including new elections for their local soviets and trade union organisations and the promise of a new Soviet constitution by November next year.

## THE LEX COLUMN Raiders wanted for UK bank job

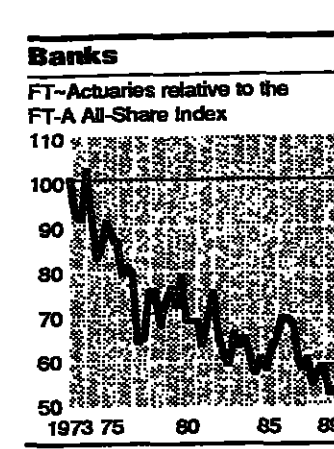
If Sir James Goldsmith had really wanted to excite the market last week, he should have stretched himself and tried to break up a UK clearing bank. There is a certain stalemate in the arguments he uses to justify his interest in BAT, in most respects, it is no different from any other conglomerate, just a lot bigger. All the complaints are magnified many times over when it comes to the UK clearing banks, and while the Bank of England would doubtless spoil the party, shareholders would be eternally grateful.

Like BAT, the clearing banks have more than their share of inbred management. They have also profited hugely from a traditional monopoly, that of UK retail banking. Their shares are standing at a substantial discount to net asset value, and at half the prospective market multiple. In terms of size they are comparative minnows — the combined market capitalisation of Barclays, NatWest and Midland is smaller than BAT's — but they are stuffed full of valuable assets ready for unbundling.

UK banks have always been far better at acquiring businesses than disposing of them. Indeed, on the rare occasion when a clever makes a big asset sale it is almost always a distress move to raise capital for regulatory reasons. NatWest, for example, could probably raise well over half its stock market capitalisation without damaging its core UK retail banking business. Courts is the sort of upmarket name people pay big bucks for: the stakes in St and Yorkshire Bank are not strategic; and there is no good reason apart from prestige for owning all those expensive American banks.

But this sort of thinking is anathema to clearing bankers. Their businesses are so intertwined on the systems side that they can claim technical synergy even if the commercial benefits are far less obvious. Besides, one of the unspoken reasons for holding on to so many businesses is to prevent them falling into the hands of competitors. They could get round this by franchising their name, but this might make them too similar to MacDonaldis.

The Bank of England is partly to blame. It is much easier to keep an eye on a handful of big banks which play by the rules, and too much competition is not good for the stability of the banking system. However, it would be hard to challenge the case for breaking up the clearing bank conglomerates if an enlight-



way for fiscal and cultural reasons.

The Thornton/Dresdner experience suggests the converse to be true, and that investment trusts can actually provide a way round restrictions on the continent. In this instance, German mutual funds, which are not able to invest freely in most Pacific countries, find that buying shares in a London quoted investment trust allows them into otherwise forbidden markets.

Meanwhile, the news that the fund intends to invest up to 15 per cent in China might seem pretty rash in the light of recent events. However, China is the key to the performance of many of the emerging Pacific markets, and those who believe that China has taken an irrevocable leap backwards are not likely to be interested in this sort of vehicle in any case.

## Coffee price fall jeopardises EC aid fund

By Bridget Bloom in London

TUMBLING COFFEE prices in the wake of the breakdown of the International Coffee Agreement earlier this month could bankrupt one of the European Community's key institutions designed to aid developing countries.

It could also exacerbate differences between member states over the future of the EC's aid and trade policies.

Claims before the Stabex Fund, established to help stabilise export earnings of the 66 countries associated with the EC under the Lomé Convention, now amount to more than what remains of the five-year Ecu925m (\$1bn) fund.

Stabex, created as part of the Third Lomé Convention agreed in 1985, paid out nearly Ecu800m in its first three years. It is currently understood to be examining claims of several hundred million Ecu for 1988, including one of nearly Ecu160m for compensation for lost revenue on coffee exports by the Ivory Coast.

Claims are examined and then paid in arrears. The terms of the fund involve arrangements both to cut back claims and to swell the fund's coffers from other EC aid budgets if the total fund allocations are exceeded.

However, despite this provision, officials acknowledge that Stabex seems unlikely to be able to meet the demands which are bound to be made on it for 1988, after the difficulties experienced by the Cocoa Agreement earlier this year and now by the coffee pact.

"The position of Stabex is one of the items due to be discussed in Brussels today when foreign and development ministers meet to consider the progress of negotiations on a fourth Lomé Convention. This, possibly involving changes to Stabex, is due to come into force in February next year.

The operation of Stabex has been controversial, with Britain charging the fund with failing to work because it has not contributed towards the restructuring of economies such as that of the Ivory Coast, which are heavily dependent on a small number of exported commodities.

However, a number of other member states, including France, believe that the Fund has provided a useful cushion against the vagaries of fluctuating commodity prices. Britain is expected to propose that the Fund should in future be aimed at diversifying associated states' exports rather than merely stabilising export earnings.

Australia's EC meeting is unlikely to address the possible bankruptcy of Stabex if only because officials have not yet fully processed the 1988 claims. It will also be many months before the full impact

of the breakdown of the Coffee Agreement on the revenues of exporting states can be assessed.

Those exporters principally affected include the Ivory Coast, Cameroon, Burundi, Rwanda, Uganda, Ethiopia and probably Kenya.

Other major commodities covered by the Stabex include cocoa products, ground nuts, palm oil and timber, although more specialised exports such as vanilla or shrimps are also included.

The commodities on which most of the 66 African, Caribbean and Pacific countries depend for a large proportion of their foreign exchange earnings have fluctuated greatly over the past decade and more. The Coffee Agreement was designed to stabilise prices around a range of 120-140 cents a pound. Friday's daily indicator price was just 75.33 cents a pound.

included the suspension of all ministerial, political and defence visits; the suspension of new aid projects; and a promise to support the deferral of new loans by international institutions.

Australia has warned that it will reassess its policy approach if the situation in China worsens.

Officials at China's Foreign Trade Ministry are reported to be studying whether it is viable to find alternative markets for Australian products, including iron ore, wheat, wool and sugar.

Australian diplomats said that most of its biggest contracts with China were at prices that China would find hard to obtain elsewhere.

China's crackdown on internal dissent intensified at the weekend as Western diplomats received more reports of spasmic murders taking place in the capital.

## China threatens imports move

By Lindsay Murdoch in Peking

CHINA is considering reducing imports from the US, France and Australia as a way of punishing them for hardline protests about its crackdown on dissent.

The Foreign Trade Ministry has been ordered to study how to reduce imports from these countries without causing financial problems for itself, according to well-placed Chinese sources.

It is not known whether similar action is being considered against other Western countries, such as Britain and Canada, which also made strong protests over the killing of pro-democracy campaigners last month.

Diplomats stress that the cuts may be only partial and are still at the "consideration stage."

There was no reaction from China to the statement from the Paris G7 summit calling on the World Bank to postpone

examination of new loans. The statement also urged Peking to cease actions against those claiming their legitimate rights to democracy and liberty and to avoid isolating itself.

China's official press did not mention the statement yesterday. The New China News Agency report from Paris did not refer to the criticism, mentioning just the declaration's support for reforms in the Soviet bloc and promises of financial aid for Hungary and Poland.

China has not responded publicly to the Australian Government's decision last week to "appreciably" downgrade its relations with China. Senator Evans, Minister for Foreign Affairs and Trade, announcing the move, said that China's suppression of the pro-democracy movement had created "widespread shock and revulsion."

Australia's downgrading

included the suspension of all ministerial, political and defence visits; the suspension of new aid projects; and a promise to support the deferral of new loans by international institutions.

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## Benckiser buys Camp of Spain for Pta33bn

By Peter Bruce in Madrid

BENCKISER, the acquisitive West German detergent group, has bought 100 per cent of Camp, Spain's biggest privately-owned detergent producer, for some Pta33bn (\$283m) in an eleven-hour bid which upset an attempt by Procter & Gamble of the US to buy the Spanish company.

The price is one of the largest paid for a family-owned Spanish company by a foreign investor. Camp, which is based in Barcelona, claims to control between 30 and 25 per cent of the detergent market in Spain, the fastest-growing in Europe. Its main washing machine brand, Colon, helped push the company's sales to Pta30.9bn last year for net profits of about Pta800m.

But Camp has been plagued this year by a debilitating power struggle between the three Camp brothers who control the group and which led to the dismissal at the beginning of the year of Mr Manuel Luque, its flamboyant chief executive.

For more than three years he had run a series of personal television advertisements which helped bring Camp out of the losses it had suffered for most of the early 1980s.

Benckiser, based in Ludwigshafen in Lower Saxony, is also family-controlled. It recorded sales of DM1.45bn (\$810m) last year and expects these to rise to DM2bn DM2.2bn this year. Last November Benckiser beat its main West German rival, Henkel, to take control of Panigel, the Italian detergent and foods group. Henkel is also understood to have made a bid for Camp.

According to reliable informants close to the Camp deal, Procter & Gamble had been negotiating for some time to buy the troubled company. Benckiser made a surprise appearance late last week with a better offer and the sale was rushed through early on Saturday morning.

Mr Peter Harf, Benckiser's chief executive, made it clear earlier this year that he was looking for acquisitions in Spain, Italy and Portugal and the Camp purchase further established West Germany as essentially the most important foreign investor in Spanish industry.

Camp has an important market position in Israel and from Barcelona it is also well placed to expand into southern France, northern Italy and, possibly, Portugal.

## US to increase military aid to Afghan resistance

By Lionel Barber in Washington

THE US intends to increase sharply military supplies to the Afghan resistance in response to massive airlifts of Soviet arms to the Kabul Government.

The US arms will include weapons capable of destroying airfields and aircraft, according to Administration officials who admit being taken aback by the firepower shipped by the Soviet Union since its troop withdrawal last February.

Washington estimates that the Soviets have been shipping weapons worth \$200m to \$300m a month since early March. The poor performance by the Afghan resistance, particularly the stalled offensive against Jalalabad, can be attributed partly to the rise in Soviet supplies, officials said.

The US has therefore decided to supply rocket shells and spe-

## G7 issues pledge on Third World and environment

Continued from Page 1

ronmental policies are mutually reinforcing," it said.

The seven pledged to ensure the compatibility of economic growth and development with protection of the environment and called for enhanced international co-operation in technology to reduce pollution and provide alternative solutions.

The seven nations urged the World Bank and regional development banks to integrate environmental considerations into their activities.

They said aid might be harnessed to encourage developing nations to tackle environmental problems and raised the possibility of debt forgiveness in environmental protection.

In their final statement, the seven said the depletion of the ozone layer was "alarming" and they called for "prompt action" to deal with the issue.

Responding to West German concerns, the summit also appealed to producing and consuming countries to preserve the tropical rain forests more effectively.

In endorsing Mr Brady's debt plan, the summit nations called on banks "to move promptly" to conclude rescheduling agreements involving debt reduction and provide new money for the debtor nations.

They said governments were willing to consider eliminating tax, regulatory and accounting obstacles to debt and debt service reduction.

WORLD WEATHER			
Alaska	5	10	15
Algeria	15	20	25
Argentina	10	15	20
Australia	25	30	35
Bahamas	25	30	35
Bahrain	30	35	40
Bangladesh	25	30	35
Belgium	15	20	25
Belize	25	30	35
Bhutan	15	20	25
Bolivia	15	20	25
Brazil	25	30	35
Bulgaria	15	20	25
Canada	10	15	20
Chad	25	30	35
China	15	20	25
Colombia	25	30	35
Costa Rica	25	30	35
Cuba	25	30	35
Czechia	15	20	25
Denmark	15	20	25
Dominican	25	30	35
Dominican	25	30	35
Egypt	25	30	35
France	15	20	25
Germany	15	20	25
Ghana	25	30	35
Greece	25	30	35
Guatemala	25	30	35
Haiti	25	30	35
Honduras	25	30	35
Hungary	15	20	25
India	25	30	35
Indonesia	25	30	35
Iran	25	30	35
Ireland	15	20	25
Israel	25	30	35
Italy	15	20	25
Jamaica	25	30	35
Japan	15	20	25
Jordan	25	30	35
Korea	15	20	25
Laos	25	30	35
Lebanon	25	30	35
Libya	25	30	35
Lithuania	15	20	25
Madagascar	25	30	35
Malaysia	25	30	35
Mali	25	30	35
Mexico	25	30	35
Morocco	25	30	35
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Netherlands	15	20	25
New Zealand	15	20	25
Nicaragua	25	30	35
Niger	25	30	35
Nigeria	25	30	35
North Korea	15	20	25
Oman	25	30	35
Pakistan	25	30	35
Panama	25	30	35
Paraguay	25	30	35
Peru	25	30	35
Philippines	25	30	35
Poland	15	20	25
Portugal	15	20	25
Romania	15	20	25
Russia	15	20	25
Saudi Arabia	25	30	35
Senegal	25	30	35
Sierra Leone	25	30	35
Singapore	25	30	35
Slovakia	15	20	25
Slovenia	15	20	25
South Africa	25	30	35
Spain	25	30	35
Sri Lanka	25	30	35
Sweden	15	20	25
Switzerland	15	20	25
Taiwan	25	30	35
Tanzania	25	30	35
Togo	25	30	35
Turkey	25	30	35
Uganda	25	30	35
Ukraine	15	20	25
USA	15	20	25
Venezuela	25	30	35
Yemen	25	30	35
Zambia	25	30	35
Zimbabwe	25	30	35

**Omnicom Group Inc.**

through a wholly-owned subsidiary has acquired

**Boase Massimi Pollitt plc**

The undersigned acted as sole financial advisor to Omnicom Group Inc. in this transaction.

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## INSIDE

### BAT: from the birth of a £13bn bid...

The structure and nature of the bid for BAT raises some important questions for the global debt markets, notably the consequences of training American financial firepower on the European scene. Page 25

Also to be answered is who Hoylake, the company through which the consortium headed by Sir James Goldsmith is making its bid, might be approaching to become additional equity investors in the takeover vehicle. Page 24

### ...to questions of parental control

Are the parts of conglomerates worth more than the whole? The issue will feature prominently in the bid for BAT. Michael Skapinker, in the Business Column, examines the various "parenting" or management styles applied by large companies to their subsidiaries, ranging from "financial control" businesses to "strategic planning" ones. Page 38

### AT&T direct line to De Benedetti

It may just have been jettied, but Mr Robert Allen, AT&T's president, never quite managed to look as relaxed and happy in Milan on Saturday about his new \$20m investment than did its recipient, Mr Carlo De Benedetti, the Italian deal maker extraordinaire (left). Mr Allen, however, was adamant that he would have no difficulty in persuading his shareholders of the wisdom of his move, writes John Wyles. Page 27

### Underpinning Britain's high-rise property shares

The UK property share market, now at a higher level than before the October 1987 equity crash, is likely to be given a further boost this morning. It will be absorbing the news that investors are prepared to pay higher net asset value to take over companies in the sector, following the declaration that a consortium put together by Mr Stephen Wingate will pay 650p a share for an agreed takeover of Imry Merchant Developers. Page 24

#### Market Statistics

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### Wild share speculation or harbinger of a takeover bid for Cadbury Schweppes, Britain's largest confectionery and soft drinks group?

Both views are possible after last week's feverish trading activity in the group's shares which, already too high on fundamentals, on Thursday rose 15 1/2p to 430 1/2p and then leapt to close at 462 1/2p on Friday.

Cadbury, with its two core businesses, has been the focus of intense takeover speculation for two and a half years - ever since General Cinema the US cinema and investment group, took a strategic stake, currently about 17 per cent.

In a booming market for corporate takeovers - which reached its peak last week with the £13bn (821bn) bid for BAT Industries - it was fairly inevitable that Cadbury's name would crop up as a possible bid target.

While General Cinema appears to be in no rush to aggressively buy or sell its stake, the market appears convinced that a hostile takeover bid is being put together. The argument goes that General Cinema, with its astute investment strategy, would emerge and sell its holding when a serious offer was on the table.

The betting is on a bid led by Jacobs Suchard, the Swiss chocolate group whose chairman, Mr Klaus Jacobs last year unsuccessfully challenged Nestlé for Rowntree, the York-based confectioner. Another name sometimes mentioned - but only as a long shot - is Hershey, the US food group.

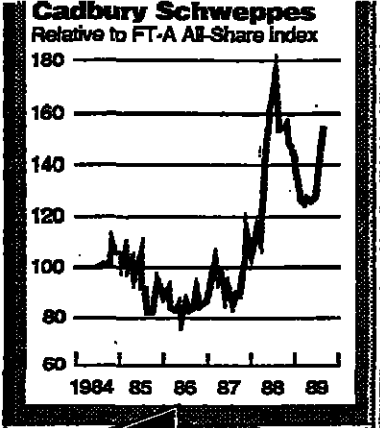
Swiss analysts appeared ambivalent about the possibility of an imminent bid from Suchard - whose last balance sheet showed net cash of £90m and £773m shareholders' equity. Suchard is expected to have flat profits this year and its ET Brach confectionery business in the US is still facing serious problems.

Mr Andreas Meier, an analyst at Zurich Cantonal Bank, said Suchard has lost its appetite for UK companies now Nestlé has snatched the Rowntree pearl.

Mr David Crosthwaite, of Henderson Crosthwaite, the stockbrokers, said: "If a takeover for Cadbury does not happen now, speculation will come up again and again so long as this stake is held by General Cinema. Suchard has to be the front runner because of the fit between its confectionery business and that of Cadbury in Europe."

Suchard, with Mr Jacobs controlling over 65 per cent of voting rights, wants to be among the world class players in the business. The group commands about 12 per cent of the Swiss and European Community's chocolate confectionery market. Cadbury has nearly 10 per cent, the same as Ferrero, Mars 17 per cent and Nestlé about 23 per cent.

Cadbury itself is actively investigating acquisition opportunities in this marketplace, where manufacturers are striving for critical mass. But, Cadbury - which would make an ideal fit with Ferrero - is the only large player vulnerable to a hostile take-over bid. Other players are either con-



Group sales	2381.6	2031
Pre-tax profits	215.7	176.1
Confectionery		
Main brands: Cadbury's Dairy Milk, Bournville, Cadbury's Roses, Cadbury's Milk Tray, Crunchie		
1988 sales	£1,016m	
Trading profit	£119.7m	
Beverages		
Main brands: Schweppes, Red Cheek, Canada Dry		
1988 sales	£1,365.1m	
Trading profit	£109.1m	

## The irresistible chocolate box

### Lisa Wood on the reasons behind feverish trading in Cadbury shares

Controlled by families or trusts.

Rowntree was acquired at 125 times 1988 operational cash flow and if Cadbury was valued on the same basis it would be worth about 650p per share, giving the company a price tag of \$45m. So if Suchard were to bid, it would find Cadbury a pricey morsel and would quickly need to sell the soft drinks business.

Analysts suggest that Coca-Cola, a partner with Cadbury in Coca-Cola and Schweppes Beverages, a company responsible for both company's soft drinks brands in the UK could be a willing purchaser of many of Cadbury's soft drinks businesses.

But whatever emerges, Cadbury has become a much stronger business in the two years since General Cinema took its stake. The company started to build up problems areas in the 1970s and then badly faltered in its results in 1985 - largely because of difficulties in the US with its Peter Paul subsidiary.

Since then a new management, driven by Mr Dominic Cadbury, the chief executive, has injected fresh energy into the business, with earnings per share up by 150 per cent in the past three years.

An important element of the strategy has been to dispose of difficult or peripheral businesses - like Peter Paul in the US and Premier Brands, the Ty-Phoo tea business in the UK.

The chocolate business has been strengthened by a number of acquisitions, including that of Poulain in France, while the group this year bought Bassetts, the Jelly Babies manufacturer, in

a move to take a strong position in the fragmented sugar confectionery market.

Elsewhere in the world, the buy-in of the minority shareholding in its Australian business is intended as a cornerstone in Cadbury's long-term plans for development of its business in the Pacific Basin.

In soft drinks the tie-up with Coca-Cola in the UK is emerging as an exceptionally good deal for both sides with Cadbury keen to develop its relationship with Coca-Cola on the Continent where it also bottles for Pepsi-Cola in Spain. Cadbury appears confident that it will not suffer in the shake-out that is occurring on the Continent in the growing war of the colas.

Mr David Nash, Cadbury's finance director, says that clearly earnings per share growth cannot continue at the recent rate. Organic growth will continue from the existing business while "sensible acquisitions" are being made, like the recent acquisition of Hineso of Spain, which analysts reckon has been made at around ten times earnings.

Cadbury's recent move to raise its borrowing limits to £1.7bn looks like preparation for it to make a sizeable acquisition - a move which could also dilute General Cinema's stake.

General Cinema sought, unsuccessfully, to block the borrowing move. So even if Cadbury does not itself face a bid, it remains stuck with a very difficult and rather unpredictable shareholder breathing down its neck.

## SII: acronym for American protectionism

By Anthony Harris in Washington

President Bush is returning from Paris a somewhat diminished man. The nickel-and-dime finance he has used to support his rhetoric on Poland and Hungary has not gone down well here; the failure of the banks to deliver a Mexican package in time for a summit triumph, after much talk of "intense political pressure" on them, suggests that the White House has lost clout.

And his foreign policy press conference, in which he was reduced - not for the first time - to complaining that "I am the President, and I set policy," looked petulant, not strong.

The strong Summit language on the environment may hold some promise for the future, but the main practical results of the meeting are that the Europeans have emerged as the policy leaders on trade with the European satellite, France as the spokesman for the indebted developing countries, and Japan as the country to which they will look for funds. So much for American leadership.

The only clear "achievement" of the President is bringing home the so-called Structural Impediments Initiative, or SII, whose initials seem designed to arouse wide, distant hopes, like SDI.

This is a joint US-Japanese study of the Japanese distribution system, and other supposed barriers to imports in Japan, which have already been studied pretty exhaustively by many experts.

Its real purpose is to find a way round the Japanese refusal to join in the negotiations required under the Super 301 trade clause, and so avoid an immediate confrontation.

SII is quite respectable, as such evasions go. The Japanese internal market, a weird mixture of Government direction, rambling cartels and intense competition, is quite unlike any textbook model of a market economy, and the policy implications are worth exploring.

At the same, it could prove dangerous, because these terms of reference will encourage American paranoia about trade.

It is only to say to suppose that the threat of American protectionism - or rather mercantilism, since its central doctrine is that trade is war, pursued by other means - is a myth, invoked by Secretary Baker and others when they want to put pressure on their trade partners.

After all, Congressman Richard Gephardt ran for the Democratic nomination on the mercantilist ticket, and failed.

The rest, it can be argued, is routine American special-interest politics.

The truth is, though, that Mr Gephardt lost because he ran out of money, and was weak in organisation; otherwise he might well have beaten both Governor Dukakis and Mr Bush.

His standing in the Democratic party has improved - indeed, he is now their majority leader in the House, outranked only by the Speaker.

He has said he will not run for 1992, but his influence is likely to be strong.

Meanwhile, trade fears are being inflamed not only by the slow progress of deficit-reduction, but by what Europe plans to do by the end of 1992.

While an encouraging number of American industrialists do now seem to understand that the single European market is an opportunity, populist comment still sees it as a large, ill-defined threat. (See last week's Newsweek for an extreme statement of this view.)

The twin-deficits explanation of American trade weakness was over-simplified, as Mrs Thatcher has proved with her demonstration of how to run a trade deficit and a budget surplus; but it has largely vanished from the US debate not because of Mrs T, or simply because everyone got bored with it.

Meanwhile, Congress is busy proving that at heart it was right.

The current discussions on the defence budget are a textbook case. The Defence Secretary, Mr Dick Cheney, is trying to make some strategic choices, but the House especially will not let him do it.

Every major project is a local project for some Congressmen, so virtually none are allowed to die. Instead, spending on each programme is slowed down, a process which leads inevitably to cost escalation; this in turn provokes a witch-hunt for corruption and crooked accounting, which probably account for a percentage point or two of the total budget.

Apart from the money cost, this hundred-flowers approach to defence equipment ties down the maximum number of qualified



technical people, so that it not only inflates the deficit, but undermines US competitiveness.

If Mr Bush were seriously worried about the trade deficit - and the Republican right constantly tells him not to worry - he would scrap SDI rather than launching SII; but nobody is even discussing such an option.

It is economically sensible, but psychologically forbidding. A nation which is losing power hangs onto the trappings and hardware of power.

Any British commentator who remembers the East of Suez debate or the Blue Streak rocket should be sympathetic rather than critical.

It is not helpful that the economic publicists in this country, who still enjoy a prestige that they have long lost in Europe, are not really helping to explain what is going on.

The US market seems to want doom, or check-lists of "imperatives": what must be done about competitiveness, or takeovers, or whatever is the fashionable ill.

There is thus a large market for Washington-bashing, or Tokyo-bashing, and another for "industrial policy", but very little in the way of new insights.

What would be much more constructive would be a best-seller which would set out the relationship between consumer debt and national debt, and explain why American consumers have been so debt-addicted, or another to popularise last week's message from Mr John Reed of Citicorp, who explained how US financial regulations make the system risky and inefficient rather than safe and transparent.

The same could be said of much existing commercial and industrial policy.

America's allies could also help in this difficult transition, though for the moment the biggest help may come from Mr Gorbachev, who wants to negotiate away some of the defence burden.

Japan is not well placed at the moment to give a diplomatic lead, but Europe should be able to do more.

A big EEC campaign to sell the opportunities of the single market, and indeed to invite US investment in it, might help to change perceptions. The EEC is already reaching a business audience, but the political threat can only be met through the mass television audience.

## Economics Notebook

### Inviting fear among EC bankers

THE EUROPEAN Community's central bank governors are normally a mild-mannered bunch.

But they are up in arms following a proposal from Mr Pierre Berengery, France's Finance Minister, that they should participate as a matter of course in the monthly meetings of EC economic and finance ministers.

This seemingly modest idea has raised fears among the Community's central bankers that France and the EC Commission are seeking to bring monetary policy in Europe under the control of the EC's finance ministers and the Brussels bureaucracy.

Executive is determined to press ahead with implementation of stage one of the Delors report on economic and monetary union, which envisages the strengthening of economic and monetary co-ordination in the EC within the existing institutional framework.

But the general feeling among central bankers is that Mr Berengery has fallen prey to an excess of French revolutionary fervour in calling the central bankers to attend the meetings of ministers in Brussels.

Central bank officials doubt that Mr Berengery wants the EC central bank governors to participate on equal terms with the finance and economics ministers in the monthly Ecofin councils.

According to one European central bank official, the French minister's letter outlining the scheme was unusually abrupt and peremptory, giving the impression that he was looking to the bank governors to act as "wallpaper" in the meetings.

If complied with, Mr Berengery's plan could lead to a weakening of the present system of central bank co-operation based on the monthly meetings of central bank gov-

ernors from the EC and elsewhere at the Bank for International Settlements in Basle.

It is unlikely at present that Mr Berengery will get his way. The Bundesbank, the most independent of the EC's central banks, has made clear to other central banks that it will resist the French proposal.

The central bankers can also draw some comfort from the Delors Report. The report envisages the existing EC committee of central bank governors playing a greater role in co-ordinating economic and monetary policies in stages one of progress to economic and monetary union.

It proposes only that the chairman of the EC governors should take part in appropriate council meetings.

On the other hand, history is not entirely on the central bankers' side. Towards the end of the 1970s, as the European Monetary system was being created, it was considered quite normal for central bankers to participate in the Ecofin meetings.

A lot will depend on Mr Demetris Chalkias, the Greek Central Bank Governor who is chairman of the EC central bankers committee. He will have the job of telling Mr Berengery that his idea is unacceptable.

If Mr Berengery fails to accept this line of reasoning, pressure could grow for someone with stronger institutional backing to take over the EC committee post.

Already, there are some suggestions that Mr Karl-Otto Pöhl, the Bundesbank president, should be given the job when Mr Chalkias' term expires at the end of the year.

**In the dumps**

Mr Nigel Lawson, the UK Chancellor, was showing off his free trading credentials to good effect in Paris on Friday

## THIS WEEK

THE MOOD of world financial markets this week will change largely on tomorrow's US trade figures for May which could influence trading in dollars and other currencies.

Analysts will scour the figures for signs of an easing in global trade imbalances and a slowing in US economic activity. The consensus of analysts forecasts, compiled by MMS International, the financial research company, is for a merchandise trade deficit of \$9bn on a customs imports basis.

Other US indicators include June's consumer price index on Wednesday - the main inflation indicator. The consensus is for a rise of 0.3 per cent.

In the UK, attention is likely to focus on the strength of the borrowing and consumer spending.

Department of Trade and Industry figures for retail sales in June are released today. If the latest Confederation of British Industry/Financial Times survey is a guide, they should show a modest underlying rate of growth.

The consensus of analysts forecasts is for a fall of 0.5 per cent after a 3 per cent jump in May.

UK money supply figures for June on Thursday, will illustrate, not only the strength of borrowing, but also the buoyancy of economic activity. Analysts will also be looking to see whether M0, the narrow measure of the money supply, is heading nearer the Treasury's 1 per cent to 5 per cent a year target range.

The consensus is for a 0.5 per cent rise in M0 between May and June; M4, the broader measure which includes bank and building society deposits, is expected to have risen by 1.8 per cent.

A rise of \$6.5m in bank and building society lending is forecast.

In France, key statistics include retail prices for June, expected on Wednesday. The latest figure could see an acceleration from the 2.7 per cent a year inflation rate

when he castigated the European Commission for excessive zeal in imposing anti-dumping duties on products imported from outside the 12 nation area.

He made his remarks on the day after the Commission in Brussels had imposed duties ranging from 6.4 per cent to 38.9 per cent on compact disc players made in Japan and South Korea.

According to Mrs Sylvia Ostry, the former head of the Organisation for Economic Co-operation and Development's economics and statistics department and Canadian government "sharp" helping to prepare the annual economic summit, anti-dumping measures have more than undone the good provided by the Tokyo Round of tariff cuts agreed by the world's trading nations in 1979.

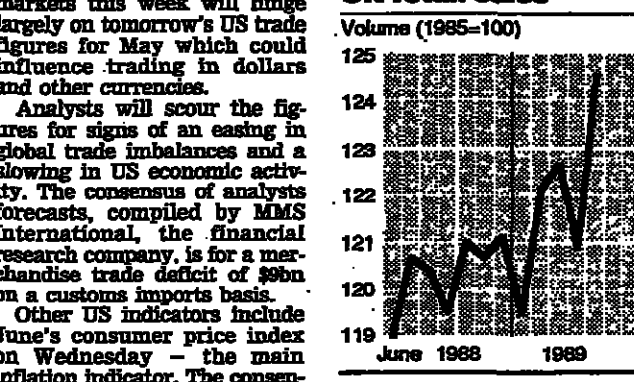
Anti-dumping - the practice of imposing duties on foreign producers that sell products below their production or retail prices - may be fine in theory as a way of fending off unfair competition.

But Mrs Ostry has calculated that between 1980 and 1987 the EC and the US have together processed more than 1,300 anti-dumping cases and nearly 600 similar subsidy countervail cases.

The bad news is that anti-dumping procedures are growing in popularity world-wide. According to Mrs Ostry, Australia and Canada now use anti-dumping measures frequently.

Ironically, developing countries are also framing anti-dumping legislation just as they have undertaken unilateral trade liberalisation measures and are taking part in the Uruguay Round of trade liberalisation negotiations.

## UK retail sales



reported for May.

In West Germany, analysts will be watching the interest rates terms of the latest batch of securities repurchase agreements.

Money supply figures are expected to be published around Thursday.

Other events and statistics this week (with MMS International consensus in brackets) include:

Today: US, Business inventories in May (0.8 per cent rise). Seven-year Treasury note settlement. Japan, money supply figures for June.

Tomorrow: UK, public sector borrowing requirement for June (forecast of £1.1bn). Mr Peter Lilley, economic secretary to the Treasury speaks on economy at Centre for Policy Studies conference. Australia, current account deficit for June. Japan, household expenditure for May.

Wednesday: US, housing starts and building permits for June (1.85m). Two-year Treasury note announcement. UK, construction, new orders in May. France, industrial production for May.

Thursday: UK, Bank of England figures on institutional investment in first quarter.

Friday: UK, consumer spending in second quarter (rise of 0.3 per cent). Engineering sales and orders in May. US, 52-week Treasury bill announcement.

All of these Shares having been sold, this announcement appears as a matter of record only.

June 1989

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(Incorporated and registered in Norway with limited liability)

International Offering of  
6,666,667 Shares  
of a nominal value of NOK 50 each

Offer Price: U.S. \$15 per Share

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## UK COMPANY NEWS

## Property market set for a further boost

## Bid for Imry underpins speculation

By Paul Cheeseright, Property Correspondent

THE PROPERTY share market, now at a higher level than before the October 1987 equity crash, is likely to be given a further boost this morning. It will be absorbing the news that investors are prepared to pay higher than net asset value to take over companies in the sector.

The declaration that a consortium put together by Mr Stephan Wingate and his Development & Realisation Trust will pay 650p a share for an agreed takeover of Imry Merchant Developers underpins bid speculation.

This speculation has given the property sector a fevered appearance, independently of the general tone of the market, set by the bid for BAT Industries. Now that Imry is going, the sector will be watching closely for any sign that British Aerospace will conclude its extended negotiations for Arlington Securities.

Marketchief, Mr Wingate's consortium, is ready to pay a total of £314m for Imry, making the takeover one of the biggest in the sector since the equity market crash. The offer

is made up of 650p cash for each ordinary share and 100p for every Imry convertible preference share, with a loan note alternative.

The price for the ordinarys is 100p higher than the net asset value published in the 1988-89 accounts, 114p higher than the market price immediately before the announcement of bid talks, 31p higher than the price at which Imry starts trading this morning and around 30p higher than the price at which it was assumed Imry would succumb.

The Marketchief offer is thus of a different order from recent takeover activity in the sector. Peel Holdings secured London Shop at just under its asset value. The same was true of Wereldhave's takeover of Peachey Property, Rodamco refused to raise its bid for British Aerospace to the level of the latter's revised valuation of its assets.

Further, the offer cuts across recent stock market trading experience, where the major property investment companies were trading, until the recent rise in the market, at a

discount of around 30 per cent to their net asset value.

The apparent generosity of the Marketchief price makes it clear that Imry will continue as a going concern. It was not cheap enough to break up at a profit. Indeed, the existing management team, under Mr Martin Myers and Mr Martin Landau, respectively chief executive and deputy chairman, remains in place. The controversial office development at the Shakespearean Rose Theatre site, south of the Thames in central London, is not affected.

The main shareholder in Marketchief is Eagle Star Insurance, followed by merchant banking affiliates of Prudential-Bache Capital Funding and Mr Wingate's company.

The market may interpret the involvement of Prudential-Bache as potentially bullish, because it is the first obvious sign that US investment capital is moving into the British property sector. The likelihood of such a move has been long speculated.

Negotiations between Marketchief and Imry have been

much more rapidly concluded than those between British Aerospace and Arlington. They were much simpler. By the weekend, British Aerospace had not made a decision to go ahead with a bid, although it can be expected to make up its mind this week or next.

British Aerospace, like AB Ports and BAA before it, wants a property developer to exploit its portfolio of land, enlarged by the acquisitions of Rover and Royal Ordnance. It has decided that in the long run it would be more profitable to keep sole control of its projects rather than become involved in joint ventures of the type it has arranged with Trafalgar House.

Arlington is a target because, through its business parks, it has experience of dealing with large expanses of space. But the difficulty is its network of joint ventures and web of non-recourse financial arrangements. British Aerospace is going through these carefully: the residual value and the potential liabilities will dictate the price British Aerospace is prepared to pay.

## Heavy trading in BAT options prompts SE inquiry

By Katharine Campbell

THE LONDON Stock Exchange is inquiring into the heavy trading in BAT Industries options that took place during the run up to Hoylake's £13bn bid which was announced last Tuesday.

Mr Tony de Guingand, director of the London Traded Options Market, said that while the stock exchange insider dealing group had asked for information about the trading patterns, this was entirely routine in bid situations.

Last Monday 9,864 contracts changed hands, representing an underlying volume of nearly 10m shares, and accounting for roughly a quarter of the total volume on the London Traded Options Market.

On the day of the bid, 11,161 options contracts were traded. The average daily volume the previous week had been around 2,000, and that included an unusually active day the previous Friday, with 4,000 lots traded.

Options present a highly geared vehicle allowing investors to take advantage of price changes, occasioned for instance by a bid, or bid rumour.

Members of a bidding group can legally accumulate options positions up to a certain level before they must be declared, but traders noted that this practice was not common in the UK.

Heavy options and share dealing in advance of last September's bid for Consolidated Gold Fields prompted an inquiry by the stock exchange and later by the Department of Industry regarding allegations of insider dealing.

## Hoylake refuses to name possible partners in BAT bid

By Nikki Tait

HOYLAKE, the consortium through which the consortium headed by Sir James Goldsmith is making its £13bn bid for BAT Industries, yesterday refused to make any comment on who it might be approaching to become additional equity investors in the bid vehicle.

When the bid was announced last week, the current consortium comprising companies headed by Sir James, Mr Jacob Rothschild and Mr Kerry Packar, the Australian media tycoon, suggested that details of additional investors would be announced "in due course".

## Cool response from Wall Street

By Anatole Kaletsky in New York

TAKEOVER SPECIALISTS on Wall Street are growing increasingly uncertain about the seriousness of Hoylake's offer for BAT, as well as about the chances of an alternative white knight bidder emerging.

BAT's US strategists intend to exploit this scepticism fully. Initially at least, they will rely on a "just say no" defence, instead of trying to organise alternative offers or restructurings.

While most of Wall Street's top investment banks and leveraged buyout houses were still doing their sums over the weekend on Hoylake's offer, people directly involved in the battle thought it was unrealistic to expect any specific initiatives either from BAT or from other potential bidders until Sir James Goldsmith and partners proved the seriousness of their intentions. Several arbitrageurs said they had not yet decided whether to take positions in the BAT bid.

Wall Street's subdued response to the BAT takeover contest has disappointed some investment bankers, who saw Sir James's audacious move as a potential catalyst for more large scale takeovers and restructurings in Britain and the rest of Europe. Amid signs that the supply of candidates in the US is running out, many see Europe as a lucrative new

arena. Despite weekend press speculation that the likes of GEC, the large UK electronics group, Paribas, the French bank, or the Italian Agnelli family, which controls motor group Fiat, might become involved, Hoylake said that could not confirm or deny the suggested names, and tended to play down the idea of an early announcement.

On Friday, Hambros Bank, Hoylake's merchant bank advisers, said that no definitive agreements had yet been reached with further investors.

Lord Prior, chairman of GEC, last night described the

suggestion as "speculation", adding "I'm not aware that there's anything in it". Lord Westminster, GEC's managing director, declined to comment.

There is, however, already an indirect link between GEC and Hoylake; Mr Ronald Grierson, GEC's deputy chairman was appointed a non-executive director of Anglo, which has voting control of Hoylake, two months ago. Paribas and the Agnellis have invested alongside Sir James in the past - Paribas very recently via another Anglo associate, Sunningdale, when it acquired a 29.9 per cent stake in Ranks Hovis McDougall.

## NHL loses bid battle for Business Mortgages

By David Barchard

NATIONAL HOME LOANS, the largest mortgage company in the UK, has acknowledged defeat in its six-week battle for Business Mortgages Trust, the west of England commercial mortgage company, and sold the 29.9 per cent stake it acquired on June 2.

NHL said that the stake had been sold for 83p per share to Nykredit, the Danish mortgage group, which launched a counter-bid for BMT two weeks ago at 77p per share with the blessing of the company's management. NHL's withdrawal leaves the Danish group virtually assured of the success of its bid with 48.1 per cent of BMT's capital. However, NHL has obtained a premium of 22p

per share on its 4.5m ordinary shares in BMT, and forced Nykredit to raise its offer of June 29 by a further 6p per share, representing a total premium of 36.1 per cent over the middle market quotation on June 2.

The deal triggered an automatic increased offer from Nykredit to all BMT shareholders under Rule 9 of the City Code on Takeovers and Mergers, bringing the company's market value to £12.5m, compared to the £11.6m of its previous cash offer and the £10.7m all-paper bid by NHL. BMT shareholders who have already accepted the earlier offer of 77p will automatically receive the benefit of the increased offer.

## Besieged Gold Fields estimates £350m for year

By Nikki Tait

OPERATING profits of Consolidated Gold Fields, the mining investment company which is facing a recommended £3.5bn bid from Hanson, are estimated at not less than £350m for the year to end-June.

The estimate is given in a letter to shareholders from Gold Fields' chairman, Mr Rudolph Agnew, and contained in the formal Hanson offer document.

The profits figure - an increase of 32.5 per cent on the previous year - is somewhat higher than the total of at least £355m suggested by Mr Agnew in the course of the previous bid battle against Minorco, the South African-

controlled investment company.

Mr Agnew adds that earnings per share for 1988-89 are now estimated to be not less than 102p.

This compares with 100.2p in the previous year, including 37p from the sales of operations.

He also says that he believes the Hanson offer undervalues Gold Fields' long-term potential, but that the board has been advised that - in the absence of a recommendation and in present circumstances - Hanson would be likely to obtain control at a value "materially lower than that now being offered".

## De La Rue to sell Crosfield Electronics

By Ray Bashford

De La Rue, the bank note printer and electronic equipment manufacturer, will tomorrow announce the sale of Crosfield Electronics, the company's troubled computer printing systems maker.

Mr Jim Salmon, the deputy chief executive of De La Rue, yesterday refused to comment on the sale amid speculation that Du Pont, the US chemical company, is a likely buyer.

De La Rue confirmed last Friday that "detailed discussions" were taking place on the disposal of Crosfield after Scitex Corporation began buying De La Rue shares.

## Panfida at £0.56m despite US losses

Panfida Group, the retail and property company which is embroiled in a legal battle with Guinness over the sale of Martins newspapers, reported pre-tax profits of £561,000 for the half year to March 31.

However, after tax and minority interests were taken into consideration, losses amounted to £1.4m. Last month, Panfida warned that losses in its US businesses would affect the results and launched a £9.1m rights issue to reduce borrowings.

The interim dividend is a same-again 0.5p.

## Aim rises 26% and calls for £9.3m

Aim Group, the manufacturer of aircraft interiors and equipment, boosted pre-tax profits 26 per cent during the year to April 30 and is making a one-for-four rights issue.

Pre-tax profits reached £4.5m (£3.6m) on a 46 per cent growth in turnover to £51.1m (£34.9m). The rights issue at 365p a share is planned to raise £9.3m.

Earnings per share firmed 16 per cent to 26.4p (22.7p). The board has recommended a final dividend per share of 6.6p (5.3p) making a total of 9p (7.5p).

## Acis exceeds expectations with £3.04m

ACIS GROUP, the USM-quoted marketing and services company, exceeded City expectations with pre-tax profits of £3.04m. The result compared with £1.87m last time, which was restated from £554,000 to take in acquisitions made since then. Group turnover stood at £14.05m (£8.73m). Earnings per share increased from 1.5p to 2.5p. An interim dividend, totalling 0.3p against nil last year, is being paid.

## Anglo &amp; O'seas up

Available revenue of the Anglo & Overseas Trust rose by £1m to £3.51m for the first half of 1989 after taking account of a 50.55m rise in tax to £1.65m and same-again preference dividends of £41,000.

## Gulf Canada Resources Limited

U.S. \$375,000,000 Note Issuance Facility

Noteholders are hereby notified that the applicable Rate of Interest and the Interest Amount in relation to the Interest Period 17th July 1989 to 17th August 1989 is as follows:-

- Rate of Interest: 8.75%
- Interest Amount per US\$500,000 Note: US\$ 3,848.09

The Interest Payment Date will be: 17th August 1989

Reference Agent: Bank of America International Limited

## Moorgate Inv Tst up

Net revenue for the half year to end-June amounted to £2.07m (£1.66m) after tax of £211,000 (£976,000). Earnings per 25p income share were 4.85p (3.59p) and the interim dividend is being stepped up from 3.24p to 4p.

## Midterm rise for Gen Cons Inv Tst

General Consolidated Investment Trust increased its net asset value per 35p capital share from 200.4p to 250.7p over the six months to end-June 1989. At June 1988 asset value per capital share was 220.1p.

## Nat Telecoms drops below expectations

Despite turnover almost doubling at National Telecommunications in the year to the end of March pre-tax profits fell from £2.91m to £2.64m. There had been a warning of problems in May but the result was lower than the £3.1m to £3.3m then expected. Turnover increased from £19.48m to £27.06m. After tax of £450,000 (£276,000) earnings per share came through at 8.46p (11.07p) basic or 8.06p (10.21p) fully diluted.

## Moorgate Investment Trust

rose to 248.1p at May 31 compared with 220p last time. Franked revenue increased to £1.49m (£1.13m) while unfranked income fell slightly to £38,000 (£40,000). Net interest receivable was up at £261,000 (£218,000) and revenues before tax totalled £1.67m (£1.25m).

## MFC Finance No 1 PLC

Mortgage Backed Floating Rate Notes Due October 2023

In accordance with the Terms and Conditions of the Notes, notice is hereby given that the new interest rates and periods in respect of the subject Notes are as follows:-

Payment Date	Rate %	Payment Date	Rate %
Series A 6th July to 31st Aug 14.25%	14.25%	Series D 13th July to 6th Aug 14.25%	14.25%
Series B 7th July to 3rd Aug 14.25%	14.25%	Series E 14th July to 10th Aug 14.25%	14.25%
Series C 12th July to 4th Aug 14.25%	14.25%	Series F 14th July to 11th Aug 14.25%	14.25%

By: Citibank, N.A. (CSSI Dept.)  
July 17, 1989

US\$200,000,000 Guaranteed Floating Rate Notes  
Responsible of the Option of the Holder to pay Commencing October 1992

**Citicorp Overseas Finance Corporation N.V.**  
(Incorporated with limited liability in the Netherlands Antilles)

Unconditionally guaranteed by  
**CITICORP**

Notice is hereby given that the Rate of Interest has been fixed at 8.6875% and that the interest payable on the relevant Interest Payment Date, October 17, 1989 against Coupon No. 38 in respect of US\$10,000 nominal of the Notes will be US\$222.01.

July 17, 1989, London  
By: Citibank, N.A. (CSSI Dept.), Agent Bank **CITIBANK**

U.S. \$100,000,000  
Guaranteed Floating Rate Notes due 1993  
of  
**SANWA INTERNATIONAL FINANCE LIMITED**

Guaranteed as to payment of Principal and interest by  
**THE SANWA BANK, LIMITED**

Notice is hereby given that the Rate of Interest has been fixed at 8.675% p.a. and that the interest payable on the relevant Interest Payment Date, January 17, 1990, against Coupon No. 4 in respect of U.S.\$100,000 nominal of the Notes will be U.S.\$4,491.39.

July 17, 1989, London  
By: Citibank, N.A. (CSSI Dept.), Agent Bank **CITIBANK**

U.S. \$75,000,000  
The Bank of New York  
Overseas Finance N.V.  
(Incorporated with limited liability in the Netherlands Antilles)

Guaranteed Floating Rate Subordinated  
Notes due January 1996

Unconditionally guaranteed, on a Subordinated Basis, as to  
Payment of Principal and interest by  
**The Bank of New York Company, Inc.**  
(Incorporated in New York, USA)

Notice is hereby given that the Rate of Interest has been fixed at 8.675% p.a. and that the interest payable on the relevant Interest Payment Date, October 17, 1989, against Coupon No. 23 in respect of U.S.\$10,000 nominal of the Notes will be U.S.\$226.81.

July 17, 1989, London  
By: Citibank, N.A. (CSSI Dept.), Reference Agent **CITIBANK**

U.S.\$125,000,000  
Alaska Housing Finance Corporation  
Floating Rate Notes Due July 2001

Notice is hereby given that the Rate of Interest has been fixed at 8.7875% p.a. and that the interest payable, for the current interest period July 17, 1989 to January 17, 1990 on the relevant Interest Payment Date, January 17, 1990 in respect of U.S.\$10,000 nominal of the Notes will be U.S.\$448.14.

July 17, 1989, London  
By: Citibank, N.A. (CSSI Dept.), Agent Bank **CITIBANK**

NOTICE  
WORLDINVEST INCOME FUND

## DECLARATION OF DIVIDEND No. 25

The Trustees of the WorldInvest Income Fund are pleased to announce a US\$9.50 per share interim distribution to Shareholders in respect of the half-year period from December 29, 1988 to June 29, 1989.

Coupon Number 25, and any previously unrepresented coupons, may be presented for payment on or after August 1, 1989 to any of the following Payment Agents:-

1. BankAmerica Trust Company (Jersey) Limited, PO Box 120, Union Street, St. Heller, JERSEY, Channel Islands.
2. Bank of America International S.A., 35 Boulevard Roysse, Case Postale 435, LUXEMBOURG, Grand Duchy of Luxembourg.
3. Bank of America NT & SA, Bank of America Tower, 12 Harcourt Road, 19th Floor, GPO 472, HONG KONG.

Payments will be made subject to any applicable fiscal or other regulations within fourteen days of such presentation.

Worldinvest (Managers) Jersey Limited  
Manager

July 17, 1989

To advertise on the Arts & Diversions pages please ring either  
Julia Carrick - 873 3176  
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U.S. \$100,000,000  
Republic New York Corporation  
Floating Rate Subordinated  
Notes due July 2010

Notice is hereby given that for the period from July 17, 1989 to October 17, 1989 the Notes will carry an interest rate of 9% per annum. The interest payable on the relevant Interest Payment Date October 17, 1989 will amount to U.S. \$240,000 per U.S. \$500,000 nominal of Notes.

By: The Citicorp Manhattan Bank, N.A.  
London, Agent Bank **CITIBANK**  
July 17, 1989

**FINANCIAL TIMES STOCK INDICES**

	Jul 14	Jul 13	Jul 12	Jul 11	Jul 10	Jul 7	High	1989 Low	Since Compilations High	Low
Government Secs.	86.46	86.14	86.06	85.90	85.72	85.43	89.27	83.75	127.4	49.16
Fixed Interest	96.95	96.84	96.86	96.82	96.61	96.80	99.59	95.21	105.4	50.53
Ordinary	1886.4	1868.0	1898.3	1850.3	1820.1	1816.6	1886.4	1447.8	1926.2	49.4
Gold Mines	202.1	201.8	203.0	204.7	203.3	205.0	206.0	154.7	794.7	45.5
FT-Ad All Share	1159.82	1152.58	1152.23	1148.14	1125.18	1123.34	1159.82	921.22	1238.57	61.92
FT-SE 100	2273.7	2258.0	2256.7	2250.9	2195.2	2189.1	2273.7	1782.8	2443.4	986.9



صكنا من الامل

INTERNATIONAL CAPITAL MARKETS

BAT BID: FINANCIAL STRUCTURE

Questions raised over conditions

NOBODY on Wall Street or in the City of London believes that the \$15bn bid for BAT Industries will be the last word on the subject... Questions raised over conditions... Will the UK get a junk bond market?...

Stephen Fidler and Norma Cohen

BAT BID: EVENT RISK

New danger crosses the Atlantic

"CREDIT is suspicion asleep," the late Mr Henry Wallack once joked... New danger crosses the Atlantic... Moody's take a different approach to evaluating event risk...

strength, and as Ms Hessel points out, "only a very few of the existing deals would qualify for the top two categories..." Moody's regards it as abdication of its duty not to try and evaluate this, along with all other types of risk...

Katharine Campbell

INTERNATIONAL LOANS

Spotlight stays on acquisitions

ACQUISITION financing remains the focus of attention in the Euroloans market... The Bank of Greece awarding the refinancing of a \$400m term loan to the group which arranged the original credit...

Norma Cohen

NEW INTERNATIONAL BOND ISSUES

Table with columns: Borrowers, Amount m., Maturity, Av. life years, Coupon %, Price, Book runner, Offer yield %. Includes sections for US DOLLARS, CANADIAN DOLLARS, AUSTRALIAN DOLLARS, NEW ZEALAND DOLLARS, D-MARKS, SWISS FRANCS, LIRE, PESETAS, EIB, SWEDISH KRONA, and YEN.

THORN EMI Capital N.V.

Notice of a Meeting of the Holders of 5% per cent. Guaranteed Redeemable Convertible Preference Shares 2004 in THORN EMI Capital N.V.

In accordance with the terms and conditions of an instrument by way of Deed Poll dated 2 February 1989, notice is hereby given that a Meeting of RCP Shareholders will be held at the offices of Rowe & Munn... Resolution... Quorum and Voting... The authority of the shareholders of THORN EMI plc will, if passed, expire on 30 September 1990...

NEW ISSUE This announcement appears as a matter of record only. July, 1989



Nichimen Corporation

(Nichimen Kabushiki Kaisha) U.S. \$300,000,000 4 per cent. Guaranteed Notes Due 1993 with Warrants

to subscribe for shares of common stock of Nichimen Corporation Payment of principal and interest being unconditionally and irrevocably guaranteed by

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INTERNATIONAL CAPITAL MARKETS

US MONEY AND CREDIT

Hopes high for an easing of policy

HOPES remain high for further imminent easing of US monetary policy despite some awkward inflation figures which made bond markets a little skittish on Friday.

As a class, the thrifths have been heavy sellers recently - at their own volition or prodded by regulators - taking the opportunity of bond market strength to reduce their interest rate exposure.

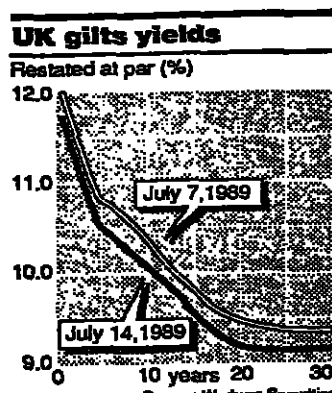
Though muted compared with the spectacular ideas being advanced in the wake of the 1987 crash and RJR Nabisco leveraged buy-out, the proposals, if passed by the full Congress, will send a message to engineers of junk bond financed takeovers and buy-outs.

Basically, they treat as preferred stock certain types of junk bonds. This means their interest payments will be treated as dividends and thus no longer deductible against their issuers income tax.

UK GILTS

Advance reflects foreign interest

THE RISE in the gilt-edged market in the last week was initially cashed-out, but by the end of the week, largely futures-driven, the rise in the market has by all accounts been more a reflection of foreign than domestic interest.



For the domestic investor, the steepness of the yield curve inversion makes for a powerful disincentive to go long. The cost-of-carry sums just do not add up, especially if you are not convinced that the economy is performing as well as the authorities would like.

The foreigner does not, however, suffer this constraint. Indeed, high nominal UK interest rates, combined with the recent easing in US monetary policy, have led to a significant widening of the differential between UK one to three-year gilts and their equivalents in the US.

Table: US MONEY MARKET RATES (%). Columns: Last Friday, 1 week, 4 wks, 12-month High, 12-month Low. Rows: Fed Funds weekly average, Three-month Treasury bill, Six-month Treasury bill, etc.

Table: US BOND PRICES AND YIELDS (%). Columns: Last Fri, Change on Fri, Yield, 1 week, 4 wks. Rows: Seven-year Treasury, 20-year Treasury, 30-year Treasury.

Table: NRI TOKYO BOND INDEX. Columns: Month, Year, Last, 12 mo, 26 wks, 52 wks. Rows: December 1985 = 100, Overall.

Table: FT/AIBD INTERNATIONAL BOND SERVICE. Columns: Bond Name, Par, Bid, Ask, Yield, etc. Rows: US DOLLAR, AUSTRALIAN DOLLAR, CANADIAN DOLLAR, etc.

There has been no equivalent rise relative to West German or Japanese government bonds. The picture is still unfocused, and the outlook therefore unclear.

The short sterling and equity markets got somewhat ahead of themselves towards the end of the week and began to look for a cut in official interest rates. Friday's slightly better-than-expected inflation number

changed significantly. Consumer lending figures released last week indicated that the personal sector's appetite for credit was not only undiminished but higher than in previous quarters.

The authorities' decision to stay with 14 per cent rates and to risk the fall-out from another rise in mortgage interest rates is an indication that they remain concerned about the consumer.

EUROMARKET TURNOVER (\$m)

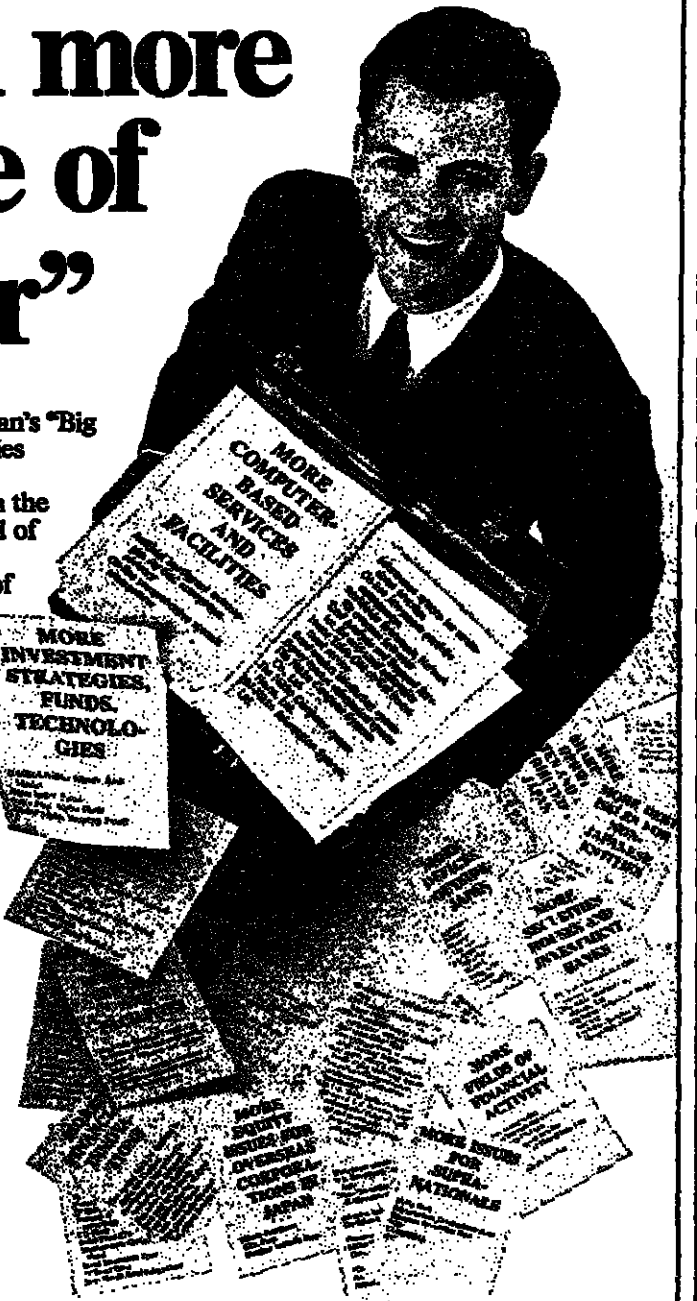
Table: EUROMARKET TURNOVER (\$m). Columns: US\$, DM, SF, Other. Rows: Primary Market, Secondary Market.

When the Fed instead kept Fed funds steady by draining reserves, the selling began. It was short-lived and by the end of the session bonds had regained about half the ground they lost earlier in the day.

Overall it was a desultory week with credit markets drifting a little lower while they waited for the slow economic data on Friday. They were also depressed by the selling of some \$1.5bn of mortgage-backed bonds by some savings and loan institutions.

As a class, the thrifths have been heavy sellers recently - at their own volition or prodded by regulators - taking the opportunity of bond market strength to reduce their interest rate exposure.

Much, much more than just one of the "Big Four"



You probably think of Nikko Securities as one of Japan's "Big Four" securities houses. But if you think Nikko Securities is big only in Japan, we've got news for you.

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STRAIGHT BONDS: Yield to redemption of the mid-price. Amount based is expressed in millions of currency units except for Yen bonds, where it is in billions.



INTERNATIONAL CAPITAL MARKETS AND COMPANIES

# Southmark applies for Chapter 11 protection

By Roderick Oram in New York

**SOUTHMARK**, a leading Texas financial services and real estate group with debts of more than \$2bn, has filed for protection under Chapter 11 of the US bankruptcy code.

The Dallas company is a victim of the vicious 1980s boom-bust cycle in Texas real estate and, according to outside directors and dissident shareholders, bad management. It is the largest company to seek protection since Texaco did two years ago.

Southmark won permission, however, from Federal regulators to allow its San Jacinto Savings and Loans subsidiary to keep running as long as it

met regulatory capital requirements. The Houston thrift, which has some \$3.5bn in assets, said its capital of \$194m exceeded requirements.

After the old management was ousted, a new team led by Mr Arthur Weiss, chairman, had tried to refinance the company but without seeking the protection of the courts.

But their efforts appeared doomed since May when Southmark announced a loss of \$1.94m for the third quarter ended March 31, leaving it with negative net worth.

As much as \$600m of the loss came from the write down of assets ordered by Price Water-

house, the company's new auditor. Mr Weiss acknowledged in May that the Texas real estate market was recovering far more slowly than Southmark expected.

The company was too weak financially to carry its non-performing assets until full economic recovery came.

He said on Friday that forecasts showed the company could not meet its interest and principal obligation after November 1.

The company had raised some money from asset sales and had \$60m cash on hand but bondholders had resisted the new proposed terms.

# Comex chief quits in surprise to traders

By Deborah Hargreaves in Chicago

**MR JOHN HANEMANN**, chairman of New York's Commodity Exchange (Comex), resigned last week in a move that came as a surprise to traders. It followed the resignation of Ms Rosemary McFadden, president of the New York Mercantile Exchange and the appointment of a new president at Comex.

While the resignations will mean a different team in charge of New York's two biggest futures exchanges, they were unrelated. The Comex board swiftly announced the appointment of Mr Bob Fink, Mr Hanemann's second-in-command in the member management of the exchange, to the chairmanship.

In a letter to Comex members, Mr Hanemann said he was leaving because of health and financial considerations. He was disappointed when Comex members voted against awarding a salary for the chairmanship in a May referendum, and the chairmanship had been an enormous financial burden on him.

The chairmanship of a futures exchange has traditionally been an unpaid post, but Chicago's two main exchanges and the New York Mercantile Exchange have all introduced salaries for their chairmen. The Nymex board recently voted to boost the salary of its chairman, Mr Z. Lou Guttman, to \$100,000.

Mr Hanemann, a gold trader, who was voted Comex chairman in March last year, is also due to have an operation in October, which will involve a four-month absence from the exchange.

The acerbic Mr Hanemann provided much-needed leadership at Comex as the exchange emerged from a difficult period following the 1987 stock market crash and problems with its clearing system. Last week the exchange also appointed Mr Arnold Staloff as its new president.

Mr Fink, a 40-year-old trader in gold futures, will serve the remainder of Mr Hanemann's two-year term which expires in March next year.

# Ma Bell dials De Benedetti's line

John Wyles on AT&T's vote of confidence in an Italian dealmaker

It may just have been jetlag, but Mr Robert Allen, the AT&T president, never quite managed to look as relaxed and happy in Milan on Saturday about his new \$850m investment than did its recipient, Mr Carlo De Benedetti, the Italian deal maker extraordinaire.

While such a large financial investment in Europe by an American industrial company may be without precedent, Mr Allen was adamant in an interview with the Financial Times that he would have no difficulty in persuading his shareholders of its wisdom.

By selling its 22.33 per cent stake in Olivetti and using the proceeds to buy an 18 per cent holding in CIR, Mr De Benedetti's main quoted industrial holding company, AT&T was getting into a diversified business which has some activities not unrelated to its own and which gives us representation not only in Italy but also in other parts of Europe. The advantage would be manifest, said Mr Allen, given the immensity of the European Community's internal market.



Carlo De Benedetti (left) and Robert Allen: new deal has relegated their old alliance to the history books

Above all, he added: "I have great confidence in Mr De Benedetti's ability to manage these resources." His respect for his Italian colleague's ability to make a good deal may not be unconnected with the fact that their previous agreement did not leave AT&T free "to take the money and run."

Mr Allen would not go into detail on this point.

Seated across the interview table from Mr Allen in an ante-room of Milan's Palazzo Visconti, Mr De Benedetti smiled happily. After months of patient negotiations, he had pulled off what in poker would be regarded as a full house.

With considerable ingenuity, he has nearly doubled CIR's stake in Olivetti without spending a lira in cash, substantially increased CIR's shareholders equity to nearly \$4,000bn (\$3bn) through the AT&T investment and acquired in the US telecommunications giant a highly credible and financially powerful new investor.

And at the same time, Olivetti and AT&T have relegated to the history books an alliance which had become a serious question mark against the judgment of both managements. Mr Allen blames the original 1983 decision to purchase what was then a 25 per cent stake in Olivetti on AT&T's confusion about its future strategy when it was being forced to divest its US telephone companies.

"This was the most dramatic change in the history of our business. AT&T was not sure what it was and did not adequately look into the future."

Like Mr De Benedetti, he rejects any suggestion that the AT&T-Olivetti alliance was a failure, but the only gain he chose to cite for the US company on Saturday was the intangible benefit of managerial experience of an international tie-up. He might have added, of course, a considerable profit on AT&T's original \$260m investment which it now values at \$500m.

Despite the fact that AT&T eventually went off and made a supply agreement for personal computers with Intel, Mr De Benedetti can at least point to the proceeds from the sale of 600,000 Olivetti PCs in the US between 1984 and 1988. Moreover, Olivetti had benefited, he said, from access to the famed research and development strength of AT&T's Bell Laboratories, particularly the Unix minicomputer standard.

This collaboration will continue, as will the marketing of some Olivetti PCs.

Mr De Benedetti conceded that too much had been

claimed for the original agreement back in 1983. Now he went only to look forward in refining and developing Olivetti's future strategy. He categorically ruled out bringing a European computer company - the name of Bull has been widely mentioned in the Italian press - into an equity partnership, although he emphasised that "Olivetti is ready to play a part in the restructuring of the European industry."

He said he was well satisfied with Olivetti's net profits last year even though declining margins pushed them well over 30 per cent down on the 1988 record of 126.8bn. Mr De Benedetti enjoys ticking off the company's strengths. "We are number one in information technology, our sales have doubled in five years to \$6bn and we are the only profitable company in our business in Europe. Moreover, we have made the right choices in adopting open system architecture and downsizing the product. That is why we are the number one PC manufacturer in Europe."

And what will be doing to ensure that AT&T has placed its money wisely in CIR? The holding's main investments are in Olivetti - accounting for 30 per cent of total investments - in automotive components (through the French company, Valeo) in publishing (Mondadori-L'Espresso) and in construction machinery (Sasib). Never one to go beyond the general statement when discussing strategy, Mr De Benedetti says that he will keep on strengthening these businesses.

Presumably Mr Allen has rather more detail with which to justify his confidence in Mr De Benedetti.

# Olympia & York raises offer

**OLYMPIA & York Development**, the privately-held Canadian property company, has raised its takeover bid for BCE Development to C\$700m (US\$698.2m) from C\$577m, Reuters reports from Toronto.

BCE Development said a special committee of outside directors had been appointed and was studying the bid.

O&Y's offer of C\$2.80 per BCE Development common share and 39 cents per C\$5.50 warrant remains the same.

However, O&Y is now offering 20 cents per C\$7.06 warrant, up from seven cents in the initial announcement on June 27.

O&Y is also offering C\$96 per C\$100 of 8 per cent convertible debentures, up from C\$82. In addition, it is now offering C\$25 per class A preferred

share, series one, and C\$100 per C\$100 of 10 per cent convertible debentures.

The offer is still contingent on O&Y acquiring 90 per cent of the common stock and expires August 15.

BCE, which owns 67 per cent of BCE Development common shares, has agreed to tender its shares along with the C\$5.50 warrants and 8 per cent convertible debentures it owns.

The University of Toronto has filed suit in the Supreme Court of Ontario claiming that a proposed deal between Connaught Biopharmaceuticals and Institut Mérieux of France violates a 17-year-old agreement not to sell the Canadian vaccines and pharmaceuticals group to foreign interests, writes David Owen in Toronto.

The agreement was signed

when the university sold Connaught to government-owned Canada Development Corporation (CDC) in 1972. CDC, in turn, sold its remaining interest in the company 15 years later.

Though the suit could conceivably derail the proposed merger of Connaught's and Mérieux's human-health businesses, the university's principal aim in taking its case to court is to seek written guarantees that significant research and development activities remain in Canada.

The proposed deal, which would create the world's largest vaccine producer, has proved controversial in Canada because it would result in control of the resultant company passing into French hands.

# Pru-Bache drops plan to buy Thomson

By Roderick Oram

**PRUDENTIAL-Bache Securities** has dropped its plans to take over Thomson McKinnon after it found balance sheet problems at the stock brokerage firm which suffered badly during the 1987 crash.

Although retail brokerage remains barely profitable even for the best players, Pru-Bache planned to buy Thomson, the ninth largest firm in the indus-

try, to bolster its position. It was still interested in buying some of Thomson's offices.

Thomson said it was considering various options including selling some assets to Pru-Bache. It has been seeking since last October a buyer for a 25 per cent stake in it held by Hartford Insurance, a subsidiary of ITT. Other Wall Street firms had looked at its books before Pru-Bache but no deal

had resulted.

Mr George Ball, Pru-Bache's chief executive, was reported as saying a team from his firm had found at Thomson McKinnon "problems in the balance sheet of sufficient size that it would have been imprudent to proceed with the transaction as originally conceived."

The companies first announced their tentative deal a month ago after discussions.

# Motorola poised to expand globally after profits rise

**MOTOROLA**, the US electronics group, reported a solid rise in second-quarter earnings to \$154m or \$1.18 a share from \$120m or 93 cents, and said it is poised to expand its presence globally, writes Our Financial Staff.

For the first half of 1989, net profits emerged at \$277m or \$2.13 a share, against \$344m or \$1.81 a share, with a contribution of \$2.95bn (\$2.10bn) in the

second quarter. Semiconductor products sales rose 9 per cent, new orders 11 per cent and backlog 8 per cent in the second quarter from a year earlier. The company cited the competitive pricing environment in discrete and standard logic products and an increased level of R&D spending.

Mr Robert Galvin, chairman, said semiconductor customers were keeping inventories

under control, indicating confidence in Motorola's ability to deliver product quickly. "Demand for our cellular telephone and two-way radio products remains encouraging."

Motorola said its 86000 Rise processor family gained further momentum with its adoption by Unisys to power a major new product line. Semiconductor orders increased in all market regions, led by Asia-Pacific's

continued growth in consumer, communications and personal computer industries.

Elsewhere, Motorola said operating profits gained slightly in the communications sector and rose in the government electronics group.

On general prospects, Mr Galvin said: "We expect more rapid growth in Asia and in Europe than in the US, and we have taken steps to manage our businesses accordingly."

This announcement appears as a matter of record only

June 1989

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Sezione Credito Fondiario

**ECU 200,000,000**  
Medium Term Loan Facility

Lead Managed by

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THE BANK OF FUKUOKA, LTD, HONG KONG BRANCH	THE BANK OF YOKOHAMA, LTD.
BANQUE INTERNATIONALE A LUXEMBOURG S.A. (LONDON)	BANK LEU LTD
BNP CAPITAL MARKETS LIMITED	BARCLAYS BANK PLC
BAYERISCHE LANDESBANK GIROCENTRALE, LONDON BRANCH	CREDIT AGRICOLE
CREDIT SUISSE (LUXEMBOURG) S.A.	DAWA EUROPE BANK plc
DI ERSTE OESTERREICHISCHE SPAR-CASSE - BANK	THE FUJI BANK LIMITED
FIRST AUSTRIAN BANK	HILL SAMUEL BANK LTD.
AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED	KANSALLIS BANKING GROUP
IMI BANK AG, FRANKFURT/AMN	THE MITSUBISHI BANK LTD.
KREDIETBANK INTERNATIONAL GROUP	SAITAMA BANK (EUROPE) S.A.
MITSUBI FINANCE INTERNATIONAL LIMITED	THE TOKAI BANK LIMITED
THE SUMITOMO TRUST & BANKING CO., LTD.	LANDESBANK RHEINLAND-PFALZ INTERNATIONAL S.A.
BACOB SAVINGS BANK S.C.	NORDDEUTSCHE LANDESBANK LUXEMBOURG S.A.
LLOYDS BANK Plc	WESTDEUTSCHE LANDESBANK GIROCENTRALE

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CREDIT COMMUNAL DE BELGIQUE SA/GEMEENTEKREDIET VAN BELGIEN NV	DEN DANSKE BANK INTERNATIONAL SA
HELABA LUXEMBOURG	IPPA BANK S.A.
HESSISCHE LANDESBANK INTERNATIONAL S.A.	LANDESBANK SCHLESWIG-HOLSTEIN INTERNATIONAL S.A.
THE KYOWA BANK, LTD	NATIONAL BANK OF ABU DHABI
THE LONG-TERM CREDIT BANK OF JAPAN (EUROPE) S.A.	LONDON ITALIAN BANK LIMITED
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ARAB BANKING CORPORATION (B.S.C.)	THE BANK OF FUKUOKA, LTD, HONG KONG BRANCH
THE BANK OF YOKOHAMA, LTD.	BANQUE INTERNATIONALE A LUXEMBOURG S.A. (LONDON)
BANK LEU LTD	BNP CAPITAL MARKETS LIMITED
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CREDIT AGRICOLE	CREDIT SUISSE (LUXEMBOURG) S.A.
DAWA EUROPE BANK plc	DI ERSTE OESTERREICHISCHE SPAR-CASSE - BANK
THE FUJI BANK LIMITED	FIRST AUSTRIAN BANK
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BANCO BORGES E FIRMAO/PARIS BRANCH	WESTLB INTERNATIONAL SA
CREDIT COMMUNAL DE BELGIQUE SA/GEMEENTEKREDIET VAN BELGIEN NV	CAJA DE MADRID
HELABA LUXEMBOURG	DEN DANSKE BANK INTERNATIONAL SA
HESSISCHE LANDESBANK INTERNATIONAL S.A.	IPPA BANK S.A.
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THE LONG-TERM CREDIT BANK OF JAPAN (EUROPE) S.A.	NATIONAL BANK OF ABU DHABI
SVENSKA HANDELSBANKEN GROUP	LONDON ITALIAN BANK LIMITED

Agent Bank

THE BANK OF TOKYO, LTD.

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June 1989

**Elkem**

**Elkem a/s**

**US\$ 100 Million**

**Revolving Credit Facility**  
with  
**Uncommitted Options**

<b>Den norske Creditbank</b>	<b>The Royal Bank of Canada</b>
as Lead Managers and Arrangers	
<b>Banque Nationale de Paris</b>	<b>Christiania Bank og Kreditkasse</b>
<b>Fokus Bank</b>	<b>NMB Bank</b>
<b>Westdeutsche Landesbank Girozentrale</b>	
as Co-Lead Managers	
<b>Kansallis Banking Group</b>	<b>Union Bank of Switzerland</b>
<b>Banque Internationale à Luxembourg</b>	
Société Anonyme	
as Managers	
and	
<b>Den norske Creditbank</b>	<b>THE ROYAL BANK OF CANADA</b>
as Facility Agent	as Tender Agent and as Issue Agent



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AUTHORISED UNIT TRUSTS

Unit Name, Unit Price, Price, etc.

Main table containing unit trust information with columns for Unit Name, Unit Price, Price, etc. Includes sections for 'GUIDE TO UNIT TRUST PRICING' and 'UNIT TRUSTS'.

GUIDE TO UNIT TRUST PRICING
UNIT TRUSTS: The unit price is the price at which the unit trust is sold to investors. It is calculated by dividing the net asset value of the unit trust by the number of units in issue.



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Main table containing unit trust information with columns for Unit Name, Unit Price, and other financial details. Includes sub-sections for 'OTHER UK UNIT TRUSTS' and 'INSURANCES'.

Continued on next page



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FT UNIT TRUST INFORMATION SERVICE

Main table containing unit trust information with columns for Name, Price, Yield, and other financial metrics. Includes sub-sections for 'OFFSHORE AND OVERSEAS' and 'MANAGEMENT SERVICES GUERNSEY (ISB RECOGNISED)'.

OFFSHORE AND OVERSEAS

MANAGEMENT SERVICES GUERNSEY (ISB RECOGNISED)

LUXEMBOURG (ISB RECOGNISED)

JERSEY (\*\*)

SWITZERLAND (ISB RECOGNISED)

GUERNSEY (\*\*)



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FT UNIT TRUST INFORMATION SERVICE

Table of FT Unit Trust Information Service listing various unit trusts, their managers, and performance metrics.

LONDON SHARE SERVICE

Table of London Share Service listing British Funds, Commonwealth & African Funds, and American Funds.

Money Market Bank Accounts

Table of Money Market Bank Accounts listing various banks and their account details.

UNIT TRUST NOTES: Additional information and notes regarding unit trusts.



LONDON SHARE SERVICE

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AMERICANS - Contd

Table listing American stocks with columns for Market, Stock, Price, Bid, Offer, and Dividend. Includes companies like IBM, Microsoft, and Intel.

CANADIANS

Table listing Canadian stocks with columns for Market, Stock, Price, Bid, Offer, and Dividend. Includes companies like Alcan and Inco.

BANKS, HP & LEASING

Table listing financial institutions and leasing companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

HIRE PURCHASE, LEASING, etc.

Table listing hire purchase and leasing services with columns for Market, Stock, Price, Bid, Offer, and Dividend.

BEERS, WINES & SPIRITS

Table listing beverage companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

BUILDING, TIMBER, ROADS

Table listing construction and infrastructure companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

BUILDING, TIMBER, ROADS - Contd

Continuation of Building, Timber, Roads table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

DRAPERY AND STORES - Contd

Continuation of Drapery and Stores table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

ELECTRICALS

Table listing electrical companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

DRAPERY AND STORES

Table listing drapery and store companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

BUILDING, TIMBER, ROADS

Table listing building, timber, and roads companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

DRAPERY AND STORES - Contd

Continuation of Drapery and Stores table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

ELECTRICALS

Table listing electrical companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

DRAPERY AND STORES

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BUILDING, TIMBER, ROADS

Table listing building, timber, and roads companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

ENGINEERING

Table listing engineering companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

ENGINEERING - Contd

Continuation of Engineering table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

INDUSTRIALS (Misc.) - Contd

Continuation of Industrials (Misc.) table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

FOOD, GROCERIES, ETC

Table listing food and grocery companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

HOTELS AND CATERERS

Table listing hotel and catering companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

INDUSTRIALS (Misc.)

Table listing industrial companies with columns for Market, Stock, Price, Bid, Offer, and Dividend.

INDUSTRIALS (Misc.) - Contd

Continuation of Industrials (Misc.) table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

INDUSTRIALS (Misc.) - Contd

Continuation of Industrials (Misc.) table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

INSURANCES

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INDUSTRIALS (Misc.) - Contd

Continuation of Industrials (Misc.) table with columns for Market, Stock, Price, Bid, Offer, and Dividend.

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INSURANCES - Contd

Table of insurance companies and their share prices, including details like market cap and dividends.

LEISURE

Table of leisure companies such as British Airways, British Telecom, and others, with their respective share prices.

MOTORS, AIRCRAFT TRADES

Table of motor and aircraft trade companies, including British Aerospace and others.

Commercial Vehicles

Table of commercial vehicle companies.

Components

Table of component companies.

Garages and Distributors

Table of garage and distributor companies.

NEWSPAPERS, PUBLISHERS

Table of newspaper and publishing companies.

PAPER, PRINTING, ADVERTISING

Table of paper, printing, and advertising companies.

SHIPPING

Table of shipping companies.

SHOES AND LEATHER

Table of shoes and leather companies.

SOUTH AFRICANS

Table of South African companies.

PAPER, PRINTING, ADVERTISING - Contd

Continuation of paper, printing, and advertising companies.

PROPERTY

Table of property companies.

Commercial Vehicles

Continuation of commercial vehicle companies.

Components

Continuation of component companies.

Garages and Distributors

Continuation of garage and distributor companies.

NEWSPAPERS, PUBLISHERS

Continuation of newspaper and publishing companies.

PAPER, PRINTING, ADVERTISING

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Continuation of shoes and leather companies.

SOUTH AFRICANS

Continuation of South African companies.

SHIPPING

Continuation of shipping companies.

SHOES AND LEATHER

Continuation of shoes and leather companies.

SOUTH AFRICANS

Continuation of South African companies.

TEXTILES

Table of textile companies.

TOBACCO

Table of tobacco companies.

TRUSTS, FINANCE, LAND

Table of trusts, finance, and land companies.

Investment Trusts

Table of investment trusts.

Finance, Land, etc

Table of finance, land, and other companies.

Finance, Land, etc

Continuation of finance, land, and other companies.

Finance, Land, etc

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TRUSTS, FINANCE, LAND - Contd

Continuation of trusts, finance, and land companies.

Finance, Land, etc

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Finance, Land, etc

Continuation of finance, land, and other companies.

OIL AND GAS - Contd

Continuation of oil and gas companies.

OVERSEAS TRADERS

Table of overseas traders.

PLANTATIONS

Table of plantation companies.

MINES

Table of mining companies.

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Table of central African companies.

Eastern Africa

Table of eastern African companies.

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Table of far west African companies.

G.F.S.

Table of G.F.S. companies.

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Table of diamond and platinum companies.

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Continuation of central African companies.

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Table of finance companies.

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Continuation of oil and gas companies.

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Table of Australian companies.

Overseas Traders

Continuation of overseas traders.

Plantations

Continuation of plantation companies.

Mines

Continuation of mining companies.

Central Africa

Continuation of central African companies.

MINES - Contd

Continuation of mining companies.

Miscellaneous

Table of miscellaneous companies.

THIRD MARKET

Table of third market companies.

NOTES

Stock Exchange dealing classifications are indicated to the right of security names in A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z.

REGIONAL & IRISH STOCKS

Table of regional and Irish stocks.

IRISH

Table of Irish stocks.

TRADITIONAL OPTIONS

Table of traditional options.

Property

Table of property companies.

Oils

Table of oil companies.

Mines

Table of mining companies.

Overseas Traders

Continuation of overseas traders.

Plantations

Continuation of plantation companies.

Mines

Continuation of mining companies.

Central Africa

Continuation of central African companies.

Finance

Continuation of finance companies.



CURRENCIES, MONEY AND CAPITAL MARKETS

CURRENCIES AND MONEY REVIEW

Pound's outlook will hinge on inflation

THE RECENT batch of UK economic statistics are, on the face of it, better news for sterling. But the reaction of institutional investors remains cautious. Interest rate differentials at the moment indicate that by this time next year sterling is pencilled in as standing at DM3.89 against the D-Mark compared with Friday's close of DM3.0675. This is based on the 12-month forward rate on sterling against the D-Mark which shows a premium of around 17 1/2 pfm.

ferences between interest rates offered on deposits in different countries. At the moment, UK interest rates are relatively high, not only as a means of bearing down on UK inflation, but also to attract foreign investment. The latter is possible so long as there is confidence in sterling. But unless UK inflation is reduced considerably, and it now looks as though the Treasury forecast of 5.5 per cent by the end of the year is optimistic, there is unlikely to be any easing in the tight monetary conditions currently imposed by the UK authorities.

Much of the interest in sterling's rate against the D-Mark has been generated by the continuing debate about the pound's entry into the exchange rate mechanism (ERM) of the European Monetary System. There seems little immediate chance of the UK authorities allowing the pound to fall much below the DM3.00 level, but if at any time there were a tacit admission that

Joining the erm was likely in the next year, then sterling would be bid up to around DM3.15 in the knowledge that the potential exchange rate loss on a fall to DM3.00 would be covered by the interest rate premium based on the 12-month forward rate.

The possibility of a lower pound/D-Mark rate also raises the problems of imported inflation. If the price of raw materials starts to rise at a time of falling demand, there is a stark choice between a squeeze of profit margins (something that is already happening) or higher prices for the consumer. The choice comes at a time when bank lending to consumers for reasons other than house purchase showed a record rise of £2.1bn in the three months to May.

Mr Roger Bootle, chief UK economist at Greenwell Montagu, points out that, in addition, leading finance houses are making higher bids for the three-month period to May than in the boom period last

year. This brings a number of worrying possibilities into play, says Mr Bootle. First, the effects of higher interest rates may be starting to wear off or, alternatively, the squeeze on disposable income has prompted a switch to increased personal borrowing rather than a reduction in living standards. Either way, the underlying picture is more gloomy than the UK statistics released last week indicate.

On this basis, talk of any early reduction in interest rates is premature, as indeed Mr. Nigel Lawson, the UK Chancellor, made clear in Paris last weekend. Furthermore, while the attractions of having a sterling/D-Mark rate of DM3.00 are a tempting way of stimulating exports, the penalties involved in the shape of higher inflationary pressures make the prospect of sterling at this level that much harder to see.

Jonas Crosland

2 IN NEW YORK table with columns for Date, Close, Previous Close, and various market indicators.

CURRENCY RATES table showing exchange rates for various currencies like Sterling, US Dollar, etc.

CURRENCY MOVEMENTS table showing percentage changes for various currencies.

OTHER CURRENCIES table showing rates for currencies like Argentina, Australia, etc.

STERLING INDEX table showing index values for different periods.

EURO-CURRENCY INTEREST RATES table showing interest rates for various currencies.

POUND SPOT - FORWARD AGAINST THE POUND table showing forward rates for the pound.

DOLLAR SPOT - FORWARD AGAINST THE DOLLAR table showing forward rates for the dollar.

EXCHANGE CROSS RATES table showing cross rates between various currencies.

FT LONDON INTERBANK FIXING table showing interbank fixing rates.

MONEY RATES table showing money market rates.

LONDON MONEY RATES table showing London money market rates.

MONEY MARKETS A little too soon for any real optimism. UK INTEREST rates may well rise this week from lows touched last Friday as many traders believe that the positive reaction to recent UK data may have been a little excessive.

reverse curve. While this time last week one-month and one year money were almost the same, the longer period finished on Friday some 1/2% of a point lower.

Longer term assessments are also influenced by the trend in rates elsewhere. US economic statistics released last week led the market to believe that the US Federal Reserve now has a greater degree of flexibility on whether or not to reduce interest rates.

Mr Christopher Tinker of Phillips and Drew suggests that the dollar's path is now likely to be influenced by the re-emergence of interest rate differentials as a driving market force.

set of better than expected figures on inflation and industrial production, rather than to a set of figures which, in terms of international competitiveness, are still pretty poor.

Cash rates slipped 1/4 of a point on the week in the important three-month interbank period to 13 1/4-13 1/2 per cent. Furthermore, the shape of the yield structure shows money out to one year has taken a distinctive turn to a

Bank of England Treasury Bill Tender table showing tender details for various bills.

WEEKLY CHANGE IN WORLD INTEREST RATES table showing weekly changes in interest rates globally.

WORLD TRADE CENTER PARIS-LA DEFENSE advertisement with contact information and services offered.

Table with multiple columns showing various market data and interest rates.

FT-ACTUARIES WORLD INDICES

Jointly compiled by The Financial Times Limited, Goldman, Sachs & Co., and County NatWest/Wood Mackenzie in conjunction with the Institute of Actuaries and the Faculty of Actuaries

Large table showing FT-Actuaries World Indices for various countries and regions, including Australia, Canada, Europe, etc.

Base values: Dec 31, 1986 = 100; Dec 31, 1987 = 115.037 (US \$ Index), 90.791 (Pound Sterling) and 64.94 (Local); Nordic: Dec 30, 1988 = 135.65 (US \$ Index), 114.45 (Pound Sterling) and 123.22 (Local).

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COMPUTER CHANGES: Deletions: De Danske Sukkerfabrikker, De Danske Spritfabrikker (both Denmark/12/7/89) and Vesta Gruppen (Norway/13/7/89).

Name Change: Duquesne Light to DOE (US) (12/7/89).

EUROPEAN OPTIONS EXCHANGE table showing option prices for various European markets.

BASE LENDING RATES table showing base lending rates for various banks and currencies.

JOTTER PAD table with columns for various market indicators and data.

LONDON RECENT ISSUES

Table listing recent issues in the London market, including company names and issue details.

FIXED INTEREST STOCKS

Table listing fixed interest stocks with columns for issue name, amount, and price.

RIGHTS OFFERS

Table listing rights offers for various companies, including issue names and terms.

As announced dividend & interest payments are subject to the usual conditions of payment and are payable on the day after the date of payment.

CROSSWORD

Crossword puzzle with clues and a grid. Clues include: 1 Trim the Christmas tree (6), 2 Keeping it in range, perhaps (9), etc.



سوقاً من الاموال

WORLD STOCK MARKETS

Table of stock market data for various countries including Australia, France, Germany, Italy, Sweden, and Japan. Columns include country, date, and price changes.

Table of stock market data for Japan, listing various companies and their stock prices.

CANADA

Table of stock market data for Canada, listing various companies and their stock prices.

INDICES

Table of stock market indices for various countries, including Dow Jones, Nikkei, and others.

CANADA

Table of stock market data for Canada, listing various companies and their stock prices.

TOKYO - Most Active Stocks

Table of most active stocks in Tokyo, listing company names and their stock prices.

AMEX COMPOSITE PRICES

Table of AMEX composite prices, listing various companies and their stock prices.

Advertisement for 'Travelling by air on business?' featuring BRUSSELS and other airlines.

Advertisement for 'FINANCIAL TIMES'.



4pm prices July 14

NEW YORK STOCK EXCHANGE COMPOSITE PRICES

Main table containing stock prices, organized into columns with headers like 'High', 'Low', 'Open', 'Close', 'Change', and 'Volume'. Includes various stock tickers and their corresponding market data.

Advertisement for Samsung Electronics featuring a digital audio player. Text includes 'Digital, Dolby, and more...', 'SAMSUNG Electronics', and 'Home Appliances'.

Continued on Page 37



صفحة من الاصل

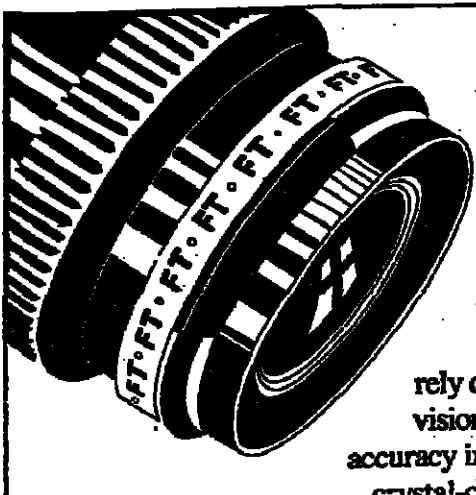
NYSE COMPOSITE PRICES

Table of NYSE Composite Prices with columns for Stock, High, Low, Close, and Change. Includes sub-sections for 12 Month, 3 Month, and 1 Month performance.

OVER-THE-COUNTER

Nasdaq national market, 4pm prices July 14

Table of Over-the-Counter prices with columns for Stock, High, Low, Close, and Change. Includes sub-sections for 12 Month, 3 Month, and 1 Month performance.



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